

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<hr/> In re:  CORE SCIENTIFIC, INC. <i>et al.</i> , <sup>1</sup>  Debtors.	) ) ) ) ) ) )	Chapter 11  Case No. 22-90341 (CML)  (Jointly Administered)
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**SUMMARY COVER SHEET FOR WILLKIE FARR & GALLAGHER LLP'S  
THIRD INTERIM FEE APPLICATION FOR COMPENSATION OF  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD JULY 1, 2023 THROUGH SEPTEMBER 30, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP ("Willkie")	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors (the "Committee")	
Docket No. of Employment Order:	March 10, 2023 [Docket No. 664]	
Interim Application (x) No. 3 <sup>rd</sup> Final Application ( )	Indicate whether this is an interim or final Application. If interim, indicate the number (1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> , etc.)	
	<b>Beginning Date</b>	<b>End Date</b>
Time period covered by this Application for which interim compensation has not previously been awarded (the "Application Period"):	7/1/2023	9/30/2023
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes		

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes	
Do expense reimbursements represent actual and necessary expenses incurred? Yes	
<b>Compensation Breakdown for Time Period Covered by this Application</b>	
Total professional fees incurred in this Application:	\$1,204,920.00 <sup>2</sup>
Total professional hours covered by this Application:	766.7
Average hourly rate for professionals:	\$1,571.57
Total paraprofessional fees incurred in this Application:	\$7,168.50
Total paraprofessional hours covered by this Application:	13.9
Average hourly rate for paraprofessionals:	\$515.72
Reduction in fees for time expended relating to time entry review:	(\$10,032.00)
Total fees requested in this Application:	\$1,194,888.00
Total expenses requested in this Application:	\$9,311.18
Total fees and expenses requested in this Application:	\$1,204,199.18
Total fees and expenses awarded in all prior applications:	\$4,402,854.82
<b>Plan Status:</b> The Debtors have filed their third amended chapter 11 plan of reorganization and accompanying disclosure statement. On November 14, 2023, the Court conditionally approved the disclosure statement, and a hearing to consider confirmation of the plan is currently scheduled for December 22, 2023.	
<b>Primary Benefits:</b> During the Application Period, Willkie spent time, among other things: (i) engaging with the Debtors and other stakeholders on potential chapter 11 plan constructs and the proposed treatment of unsecured creditors; (ii) reviewing, analyzing, and conducting research to assess the validity of certain claims asserted against the Debtors; (iii) reviewing and analyzing motions and applications filed by the Debtors, and drafting pleadings on behalf of the Committee, as necessary; and (iv) preparing for and attending weekly meetings with each of the Debtors' professionals, the Committee's professionals, and the Committee.	

<sup>2</sup> Although this amount, together with the amount of fees incurred by paraprofessionals, includes \$10,032.00 in fees spent reviewing Willkie's monthly time detail (the "Time Review Fees"), the total compensation for which allowance is sought in this Application does not include the Time Review Fees.



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

CORE SCIENTIFIC, INC. *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 22-90341 (CML)  
)  
) (Jointly Administered)  
)

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**THIRD INTERIM FEE APPLICATION OF WILLKIE FARR & GALLAGHER LLP  
FOR COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR THE PERIOD JULY 1, 2023 THROUGH SEPTEMBER 30, 2023**

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**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV](https://ecf.txsb.uscourts.gov) WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN RESPONSE THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its third interim application (the “Application”) for allowance of compensation for professional services rendered and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

reimbursement of out-of-pocket expenses incurred for the period from July 1, 2023 through September 30, 2023 (the “Third Interim Period”).

**Monthly Fee Statements During the Third Interim Period**

1. In support of this Application, attached are the following exhibits:

- **Exhibit A** is Willkie’s *Seventh Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period July 1, 2023 through July 31, 2023* [served August 25, 2023].
- **Exhibit B** is Willkie’s *Eighth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period August 1, 2023 through August 31, 2023* [served September 26, 2023].
- **Exhibit C** is Willkie’s *Ninth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period September 1, 2023 through September 30, 2023* [served October 26, 2023].
- **Exhibit D** is a proposed order granting this Application.

2. Although every effort has been made to include all fees and expenses incurred during the Third Interim Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Third Interim Period. Willkie reserves the right to seek allowance of such fees and expenses in a subsequent fee application. Subsequent fee applications will be filed in accordance with title 11 of the United States Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Bankruptcy Local Rules for the Southern District of Texas, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] (the “Interim Compensation Order”).

WHEREFORE, Willkie, as counsel for the Committee, respectfully requests that the Court enter an order: (a) granting it interim allowance in the amount of \$1,194,888.00 as compensation

for professional services rendered and \$9,311.18 for reimbursement of out-of-pocket expenses incurred for the Third Interim Period; (b) authorizing and directing the Debtors to pay Willkie the remaining outstanding balance of \$238,977.60 not previously paid in accordance with the Interim Compensation Order; and (c) granting such other further relief as this Court deems proper.

Dated: Houston, Texas  
November 15, 2023

Respectfully Submitted,

**WILLKIE FARR & GALLAGHER LLP**

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

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Houston, Texas 77002

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Email: jhardy2@willkie.com

**AND**

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

James H. Burbage (admitted *pro hac vice*)

787 Seventh Avenue

New York, New York 10019

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Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

*Counsel for the Official Committee of Unsecured Creditors*

**CERTIFICATE OF SERVICE**

I certify that on November 15, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

**Exhibit A**

**Seventh Monthly Fee Statement  
for the Period from July 1, 2023 through July 31, 2023**



Objection Deadline: September 8, 2023

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC. *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 22-90341 (DRJ)  
)  
) (Jointly Administered)  
)

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S  
SEVENTH MONTHLY FEE STATEMENT FOR COMPENSATION OF  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD JULY 1, 2023 THROUGH JULY 31, 2023**

<b>Name of Applicant:</b>	Willkie Farr & Gallagher LLP	
<b>Applicant's Role in Case:</b>	Counsel for the Official Committee of Unsecured Creditors	
<b>Date Retention Order Signed:</b>	March 10, 2023 [Docket No. 664]	
	<b>Beginning of Period:</b>	<b>End of Period:</b>
<b>Time Period Covered by this Statement:</b>	July 1, 2023	July 31, 2023
<b>Summary of Total Fees and Expenses Requested</b>		
<b>Total Fees Requested in this Statement:</b>	\$520,746.40 (80% of \$650,933.00 <sup>2</sup> )	
<b>Total Expenses Requested in this Statement:</b>	\$7,614.16	

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> This amount reflects a \$4,074.00 reduction for time entry review.

<b>Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):</b>	\$658,547.16
<b>Summary of Attorney Fees Incurred</b>	
<b>Total Attorney Fees Incurred in this Statement:</b>	\$649,974.50
<b>Total Actual Attorney Hours Covered by this Statement:</b>	425.1
<b>Average Hourly Rate for Attorneys:</b>	\$1,528.99
<b>Summary of Paraprofessional and Other Fees Incurred</b>	
<b>Total Paraprofessional and Other Fees Incurred in this Statement:</b>	\$958.50
<b>Total Actual Paraprofessional and Other Hours Covered by this Statement:</b>	2.4
<b>Average Hourly Rate for Paraprofessionals and Others:</b>	\$399.38

**In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.**

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Seventh Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from July 1, 2023 through July 31, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$520,746.40 (80% of \$650,933.00) as compensation for professional services rendered to the Committee during the period from July 1, 2023 through July 31, 2023 (the “Fee Period”) and \$7,614.16 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$528,360.56.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$650,933.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$520,746.40).
- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and

paraprofessionals of Willkie have expended a total of 432.4 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; j Burbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Statement"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Clifford Carlson, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and clifford.carlson@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and
- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection

on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$528,360.56, consisting of (a) \$520,746.40, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$7,614.16 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas  
August 25, 2023

Respectfully Submitted,

**WILLKIE FARR & GALLAGHER LLP**

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

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**AND**

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

James H. Burbage (admitted *pro hac vice*)

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Facsimile: 212-728-8111

Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

*Counsel for the Official Committee of Unsecured Creditors*



**CERTIFICATE OF SERVICE**

I hereby certify that on August 25, 2023, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

**Exhibit A****Summary of Legal Fees for the Fee Period**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
001	Asset Analysis and Recovery	2.4	\$4,585.00
002	Asset Disposition	0.5	\$690.00
003	Assumption and Rejection of Leases and Contract	0.5	\$550.00
006	Business Operations	2.0	\$2,515.00
007	Case Administration	22.6	\$29,294.00
008	Claims Administration and Objections	35.6	\$47,178.50
010	Employee Benefits and Pensions	1.5	\$2,466.00
011	Employment and Fee Applications	4.7	\$5,590.00
013	Financing and Cash Collateral	8.8	\$14,814.50
015	Meetings and Communications with Committee	38.0	\$64,240.50
016	Non-Working Travel (billed at 50%)	8.2	\$15,375.00
017	Plan and Disclosure Statement	113.6	\$166,069.50
019	Relief from Stay and Adequate Protection	0.5	\$550.00
029	Other Motions/Applications	5.8	\$7,247.50
032	Willkie Fee Statements and Applications	0.4	\$651.00
034	Mediation	182.4	\$289,116.50
036	Time Entry Review	4.9	\$4,074.00
<b>Total Requested</b>		<b>432.4</b>	<b>\$655,007.00</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>			<b>(\$4,074.00)</b>
<b>Total Requested</b>		<b>432.4</b>	<b>\$650,933.00</b>

**Exhibit B****Summary of Hours Billed by Willkie Attorneys and  
Paraprofessionals/Others for the Fee Period**

<b>Professional Person</b>	<b>Position</b>	<b>Year Admitted</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	80.9	\$151,687.50
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	15.3	\$24,862.50
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	0.3	\$562.50
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	7.0	\$13,125.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	97.1	\$199,055.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	81.5	\$112,470.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315	2.4	\$3,156.00
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	63.4	\$65,302.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	44.8	\$58,912.00
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	34.1	\$23,188.00
<b>Total for Attorneys</b>					<b>426.8</b>	<b>\$652,320.50</b>

Paraprofessional / Other Persons	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 ½ years	Business Reorganization & Restructuring	\$540	4.1	\$2,214.00
Rohan Sasso	Paralegal	1 year	Business Reorganization & Restructuring	\$315	1.5	\$472.50
<b>Total for Paraprofessionals/Others</b>					<b>5.6</b>	<b>\$2,686.50</b>

Total Fees for Fee Period	\$655,007.00
Less Client Accommodation for Time Entry Review	(\$4,074.00)
Total Fees Requested for Fee Period	\$650,933.00
20% Fee Holdback for Fee Period	\$130,186.60
80% of Total Fees Requested for Fee Period	\$520,764.40
Expenses for Fee Period	\$7,614.16
<b>TOTAL PAYMENT REQUESTED</b>	<b><u>\$528,360.56</u></b>

**Exhibit C****Summary of Expenses for the Fee Period**

<b>Expense Categories</b>	<b>Amount</b>
Teleconferencing	\$8.00
Other Out of Town Travel	\$436.19
Lodging	\$613.07
Airfare/Train	\$592.20
Air Freight	\$29.89
Data Acquisition (including Legal Research)	\$5,934.81
<b>Totals:</b>	<b>\$7,614.16</b>

**Exhibit D**

**Fees and Expenses**



# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

Tel: 212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22322283  
Client/Matter No. 132233.00001  
August 25, 2023

## **FOR PROFESSIONAL SERVICES RENDERED**

through July 31, 2023 as set out in the  
attached detail

Asset Analysis and Recovery	\$	4,585.00
Asset Disposition	\$	690.00
Assumption and Rejection of Leases and Contracts	\$	550.00
Business Operations	\$	2,515.00
Case Administration	\$	29,294.00
Claims Administration and Objections	\$	47,178.50
Employee Benefits and Pensions	\$	2,466.00
Employment and Fee Applications	\$	5,590.00
Financing and Cash Collateral	\$	14,814.50
Meetings and Communications with Creditors	\$	64,240.50
Non-Working Travel (billed at 50%)	\$	15,375.00

CHAPTER 11 CASES

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Invoice No. 22322283

Client/Matter No. 132233.00001

Plan and Disclosure Statement	\$	166,069.50
Relief from Stay and Adequate Protection	\$	550.00
Other Motions/Applications	\$	7,247.50
Willkie Fee Statements and Applications	\$	651.00
Mediation	\$	289,116.50
Disbursement and Other Charges	\$	7,614.16
<b>Total this Invoice</b>	<b>\$</b>	<b><u>658,547.16</u></b>

CHAPTER 11 CASES  
 Invoice No. 22322283  
 Client/Matter No. 132233.00001

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### **Asset Analysis and Recovery**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
7/7/23	B M	Review/analyze Ducera materials regarding valuation and recoveries to unsecured creditors (1.3); correspondence with Ducera regarding questions regarding the valuation metrics (.6).	1.90	\$	3,895.00
7/13/23	CAD	Correspondence w/ A. Gupta (Ducera) regarding analysis of Celsius mining valuation (.1) and review/analyze same (.2); correspondence w/ T. Goren, A. Gupta (Ducera) regarding same and comments (.2).	0.50		690.00
		<b>Sub-Total</b>	<b>2.40</b>		<b>4,585.00</b>

### **Asset Disposition**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
7/25/23	CAD	Correspondence w/ R. Schrock (Weil) regarding term sheet for Debtors' purchase of miners from Bitmain (.1) and review/analyze same (.2); correspondence w/ J. Brandt, Ducera team regarding same (.1).	0.40	\$	552.00
7/26/23	CAD	Correspondence w/ K. Patel (Ducera) regarding Bitmain term sheet for Debtors' purchase of miners.	0.10		138.00
		<b>Sub-Total</b>	<b>0.50</b>		<b>690.00</b>

### **Assumption and Rejection of Leases and Contracts**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
7/24/23	CAD	Correspondence w/ J. Brandt regarding continuation of GEM Mining motion to compel assumption or rejection of contract (.1); review/analyze agreed order regarding same (.1); review/analyze CNO regarding Debtors'	0.30	\$	414.00

## CHAPTER 11 CASES

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Invoice No. 22322283

Client/Matter No. 132233.00001

7/24/23	E W	motion to assume equipment lease agreements as amended (.1). Review/analyze continuation order for GEM Mining Motion to Compel assumption.	0.20	136.00
<b>Sub-Total</b>			<b>0.50</b>	<b>550.00</b>

**Business Operations**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/5/23	CAD	Correspondence w/ B. Miller, K. Patel (Ducera) regarding Debtors' June 2023 bitcoin production and operations updates (.2); correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 6/30 (.1) and review/analyze same (.1).	0.40	\$ 552.00
7/12/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 7/7 (.1) and review/analyze same (.1).	0.20	276.00
7/19/23	E W	Correspondence with J. Shen (AlixPartners) re weekly variance report.	0.10	68.00
7/20/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 7/14 (.1) and review/analyze same (.1).	0.20	276.00
7/25/23	CAD	Correspondence w/ C. Carlson (Weil) regarding logistics for tomorrow's plan mediation session (.1); discuss same w/ B. Miller (.1); correspondence w/ E. Wayne, J. Brandt regarding logistics for tomorrow's mediation session (.2).	0.40	552.00
7/25/23	J B	Review/analyze Bitmain term sheet (.4) and corr. with internal team re: same (.1).	0.50	515.00
7/26/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 7/21 (.1) and review/analyze same (.1).	0.20	276.00
<b>Sub-Total</b>			<b>2.00</b>	<b>2,515.00</b>

**Case Administration**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/3/23	JHB	Review and coordinate distribution of agenda (.2); attend call with Debtors' professionals discussing legal updates, operational updates (.5); attend call with Committee professionals re: same (.5); call with C. Carlson re: upcoming case dates and draft internal email re: same (.4).	1.60	\$	2,104.00
7/5/23	CAD	Correspondence w/ E. Wayne regarding agendas for today's weekly internal weekly meeting (.1) and 7/6 Committee meeting (.1); review and revise same (2x) (.4); correspondence w/ J. Burbage, E. Wayne regarding same and comments/revisions (.4); discuss same w/ E. Wayne (.1); participate in weekly meeting w/ Debtors' professionals (matters discussed -- chapter 11 plan status; proposed Celsius settlement and process; proposed plan mediation) (.6); participate in weekly internal Willkie team meeting (matters discussed -- debrief of today's call w/ Debtors' professionals; draft agenda for tomorrow's Committee meeting; plan mediation statement; Committee statement regarding disclosure statement and deadlines) (.2).	1.90		2,622.00
7/5/23	J H	Attend weekly meeting w/ Debtor and UCC advisors re: mediation; Celsius mining settlement; plan process.	0.60		975.00
7/5/23	M M	Participate in call with Weil, PJT, Ducera and Willkie re: status of case (Celsius settlement; issues with converts and plan support; weekly budget).	0.50		937.50
7/5/23	E W	Prepare for 7/5 weekly professionals' meeting and 7/6 weekly UCC meeting (.5); correspondence with A. Gupta (Ducera) re 7/6 weekly committee meeting (.1); review/analyze notice of August 7 hearing (.3).	0.90		612.00
7/5/23	T G	Call w/ Debtors' professionals re update re Celsius, Plan mediation, plan process (.6); follow-up discussion w/ Ducera re same (.5); follow-up call w/ B Miller re same (.2).	1.30		2,437.50
7/5/23	JHB	Review and coordinate distribution of agenda for Committee meeting (.2); attend call with	1.10		1,446.50

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		Debtors' professionals discussing legal updates, operational updates, plan mediation (.6); call with C. Carlson (Weil) re: upcoming case dates (.2) and draft internal corr. re: same (.1).		
7/5/23	J B	Participate in meeting with Debtors' professionals and UCC professionals re: mediation; Celsius mining settlement plan process.	0.60	618.00
7/11/23	CAD	Review and revise draft agenda for 7/13 Committee meeting (2x) (.3); correspondence w/ E. Wayne regarding same and comments/revisions (.3).	0.60	828.00
7/11/23	MDA	Corr. with internal Working Group re: Celsius transaction, mediation order.	0.20	263.00
7/11/23	E W	Prepare for 7/12 weekly professionals meeting and 7/13 weekly UCC meeting.	0.50	340.00
7/11/23	J B	Participate in call with UCC professionals regarding preparation for forthcoming call with Debtors' professionals.	0.50	515.00
7/12/23	CAD	Discuss draft of agenda for tomorrow's Committee meeting w/ internal working group (.2); discuss same w/ J. Brandt (.1); correspondence w/ E. Wayne regarding same (.1).	0.40	552.00
7/12/23	E W	Correspondence with K. Patel (Ducera), A. Gupta (Ducera), J. Brandt, and C. Damast re 7/13 weekly UCC meeting.	0.50	340.00
7/16/23	E W	Correspondence with committee of unsecured creditors re 8/7 hearing.	0.10	68.00
7/18/23	CAD	Correspondence w/ E. Wayne, J. Brandt regarding draft agendas for tomorrow's internal weekly Willkie meeting (.3) and 7/20 Committee meeting (.2) and review/revise same (.2).	0.70	966.00
7/18/23	E W	Prepare for weekly professionals call and weekly committee call.	0.50	340.00
7/19/23	CAD	Review and revise current drafts of agendas for today's internal Willkie meeting (.2) and tomorrow's Committee meeting (.2); correspondence w/ E. Wayne, J. Brandt regarding same and comments (.3); participate in weekly call w/ Debtors' professionals (matters discussed -- plan mediation and	1.70	2,346.00



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		mediation statements; exclusivity extension motion; motion to approve mechanics' liens settlements; liquidity update) (.6); participate in weekly internal Willkie meeting (matters discussed -- recap of today's call w/ Debtors' professionals; draft agenda for tomorrow's Committee meeting) (.2); correspondence w/ internal working group regarding Debtors' pending deadlines to assume/reject leases and remove civil actions (.2).		
7/19/23	T G	Call w/ Debtors' professionals re recent motions, plan negotiations, mediation (.6); follow-up discussion w/ Willkie team re same (.2).	0.80	1,500.00
7/19/23	E W	Correspondence with A. Gupta (Ducera) re 7/20 weekly committee meeting (.1); draft summary of recently filed pleadings for committee (.3); correspondence with committee re 7/20 meeting (.1); prepare for 7/20 weekly committee meeting (.3).	0.80	544.00
7/19/23	M M	Participate in call with Ducera and Willkie re: plan/valuation/settlements.	0.60	1,125.00
7/19/23	M M	Prepare for (.2) and participate in (.6) professionals' meeting with debtor and UCC team re: plan negotiations, mediation, settlements.	0.90	1,687.50
7/19/23	J H	Attend call w/ UCC and Debtor advisors re: mediation; plan; settlements.	0.60	975.00
7/19/23	J B	Prepare for (.3) and participate in (.7) meeting with UCC and Debtors' professionals re: mediation and other case updates.	1.00	1,030.00
7/21/23	CAD	Review/analyze agenda for 7/24 hearing.	0.10	138.00
7/24/23	E W	Review/analyze notice of agenda for 7/24 hearing (.2); review/analyze Debtors' motion to extend time to remove civil actions (.2).	0.40	272.00
7/25/23	CAD	Correspondence w/ D. Reyes (Weil) regarding this week's call w/ Debtors' professionals (.1); review and revise draft agenda for 7/27 Committee meeting (2x) (.4); various correspondence w/ E. Wayne, J. Brandt regarding comments to same (.4).	0.90	1,242.00
7/25/23	E W	Prepare for 7/27 weekly committee call.	0.50	340.00

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7/26/23	CAD	Correspondence w/ E. Wayne regarding draft agenda for tomorrow's Committee meeting (.2); correspondence w/ E. Wayne, internal working group regarding same (.1); correspondence w/ T. Goren regarding same (.1).	0.40	552.00
7/26/23	E W	Correspondence with A. Gupta (Ducera) (.1) and the UCC (.1) re 7/27 weekly meeting; prepare for 7/27 meeting (.1)	0.30	204.00
7/27/23	CAD	Correspondence w/ E. Wayne regarding agendas for next week's Willkie internal and Committee meetings.	0.20	276.00
7/27/23	J B	Review/analyze recent docket filings (.2) and corr. with internal team regarding same (.1).	0.30	309.00
7/31/23	JHB	Calls with J. Brandt (.3) and T. Goren (.3) re: case update and ongoing workstreams.	0.60	789.00
<b>Sub-Total</b>			<b>22.60</b>	<b>29,294.00</b>

**Claims Administration and Objections**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
7/1/23	CAD	Correspondence w/ C. Carlson (Weil), B. Miller, A. Verost (Ducera) regarding proposed Celsius claim settlement term sheet, diligence requests, and next steps.	0.30	\$	414.00
7/1/23	T G	Correspondence w/ Weil/Ducera re Celsius settlement.	0.30		562.50
7/3/23	T G	Review/analyze draft Celsius term sheet (.8); correspondence w/ team re same (.3).	1.10		2,062.50
7/5/23	CAD	Correspondence w/ J. Burbage, C. Carlson (Weil) regarding proposed term sheet resolving Celsius claims and Committee diligence requests (.2); discuss same and status w/ B. Miller/T. Goren regarding same (.2); correspondence w/ internal working group regarding same (.1); brief review/analysis of same (.1); review/analyze internal summary of same (.3); correspondence w/ J. Burbage, A. Herzog regarding same and comments (.3); subsequent correspondence (.1) and discussion	1.40		1,932.00

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7/5/23	JHB	(.1) w/ A. Herzog regarding same. Provide comments to A. Herzog re: summary of Celsius settlement.	0.50	657.50
7/5/23	E W	Revise committee presentation re convertible note repayment (1.5); correspondence with J. Brandt and Z. Charlton re same (.2).	1.70	1,156.00
7/5/23	MDA	Review/analyze Celsius term sheets (.1); analysis of materials re: same (.1).	0.20	263.00
7/6/23	CAD	Correspondence w/ internal working group regarding proposed settlement of Celsius claims (.2); correspondence w/ E. Wayne, J. Brandt regarding status of memo regarding convertible notes' repayment premium (.2).	0.40	552.00
7/6/23	J B	Review and provide comments to draft presentation for UCC members re: noteholder repayment premium analysis.	0.40	412.00
7/7/23	CAD	Correspondence w/ S. Sheng (Weil), J. Brandt regarding board presentation materials and term sheets exchanged regarding proposed Celsius claims settlement and additional diligence (.3); review/analyze same (.5); correspondence w/ internal working group regarding same/next steps (.4); review/analyze summary of same (.2); review/analyze entered agreed order postponing deadline for reply in further support of Debtors' partial summary judgment motion regarding objection to Celsius claims (.1); correspondence w/ E. Wayne regarding Sphere objection to Debtors' partial summary judgment motion regarding objection to Sphere claims (.1) and review/analyze same (.2).	1.80	2,484.00
7/7/23	E W	Review/analyze order extending time to respond in support of motion for partial summary judgment with respect to Celsius proofs of claim (.2); review/analyze Sphere 3D's response to the Debtors' motion for partial summary judgment with respect to Sphere's proofs of claim (1.7).	1.90	1,292.00
7/7/23	E W	Review/analyze Core-Celsius term sheets and board materials.	1.90	1,292.00
7/7/23	T G	Review/analyze background materials on proposed Celsius settlement (1.8) and correspondence w/ Willkie team re same (.3).	2.10	3,937.50

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7/7/23	JHB	Review/analyze back up diligence w/r/t Celsius settlement (.2) and correspondence with J. Brandt and E. Wayne re: same (.3).	0.50	657.50
7/7/23	J B	Review/analyze supplemental materials provided by Debtors re: proposed Celsius settlement (.8) and corr. with internal team regarding same (.4).	1.20	1,236.00
7/10/23	CAD	Review/analyze Sphere objection to Debtors' partial summary judgment motion regarding objection to Sphere claims (.4); correspondence w/ Z. Charlton regarding summary of Sphere's response to Debtors' objections to claims and review/analyze same (.2).	0.60	828.00
7/10/23	B M	Review/analyze Celsius claims materials and the proposed settlement (2.1); review/analyze Sphere 3D claims materials (.8); prepare memorandum regarding claims resolutions (.4).	3.30	6,765.00
7/10/23	E W	Review/analyze Sphere 3D's response to the Debtors' objection to Sphere's proofs of claim.	0.50	340.00
7/11/23	CAD	Review/analyze Sphere's response to Debtors' objection to proofs of claim (.6) and Sphere's objection to Debtors' motion for partial summary judgment regarding same (.4); correspondence w/ J. Burbage, S. Sheng regarding proposed Celsius claims settlement diligence request (.1).	1.10	1,518.00
7/12/23	CAD	Correspondence w/ J. Burbage, J. Brandt regarding convertible notes repayment amount memo outline (.2) and review/analyze same (.1).	0.30	414.00
7/12/23	JHB	Provide J. Brandt with comments on noteholder Repayment Amount slides.	0.60	789.00
7/13/23	T G	Review/analyze Ducera materials re Celsius valuation (.5) and correspondence w/ Ducera re same (.2).	0.70	1,312.50
7/14/23	CAD	Correspondence w/ C. Carlson (Weil) regarding proposed settlements w/ four mechanic's liens claimants (.1); correspondence w/ J. Burbage, E. Wayne regarding same (.2).	0.30	414.00
7/14/23	J B	Draft and revise presentation for UCC members regarding analysis on noteholder repayment amount (3.0) and multiple corr. with internal team regarding same (.5).	3.50	3,605.00

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7/15/23	JHB	Provide J. Brandt comments to Repayment Amount analysis presentation.	1.50	1,972.50
7/19/23	J B	Review and provide comments to summary of Debtors' proposed mechanics lien settlements (.8) and corr. with E Wayne regarding same (.3).	1.10	1,133.00
7/25/23	CAD	Correspondence w/ J. Brandt, E. Wayne regarding Debtors' preliminary objection to Morgan Hoffman proof of claim (.2) and review/analyze same (.2) and summary (.1).	0.50	690.00
7/25/23	E W	Review/analyze Debtors' objection to Hoffman proof of claim.	1.00	680.00
7/27/23	CAD	Review/analyze notice of hearing on Debtors' summary judgment regarding objection to Sphere claim (.1); correspondence w/ J. Brandt regarding same (.1).	0.20	276.00
7/31/23	B M	Review/analyze Debtors' Sphere pleadings (1.2); review the Debtors' unsecured creditor claims pool (.6); prepare memorandum regarding the unsecured claims pool (.4).	2.20	4,510.00
7/31/23	CAD	Correspondence w/ E. Wayne regarding Debtors' reply in further support of motion for summary judgment regarding Sphere proofs of claim (.2) and review/analyze same (.3).	0.50	690.00
7/31/23	T G	Review/analyze Debtors' reply re Sphere summary judgment.	0.60	1,125.00
7/31/23	JHB	Review/analyze pleadings re: Sphere Motion to dismiss.	0.40	526.00
7/31/23	E W	Review/analyze debtors' reply in support of motion for partial summary judgment with respect to Sphere 3D proofs of claim	1.00	680.00
<b>Sub-Total</b>			<b>35.60</b>	<b>47,178.50</b>

**Employee Benefits and Pensions**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/28/23	CAD	Correspondence w/ S. Sheng (Weil) regarding materials for Debtors' proposed supplemental KERP (.1) and review/analyze same (.4).	0.50	\$ 690.00
7/28/23	T G	Review/analyze supplemental KERP proposal.	0.60	1,125.00

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7/31/23	CAD	Correspondence w/ A. Crabtree (Weil) regarding Debtors' notice of severance payments to be made pursuant to wages order (.1) and review/analyze same (.1).	0.20	276.00
7/31/23	T G	Review/analyze notice of proposed severance payments.	0.20	375.00
<b>Sub-Total</b>			<b>1.50</b>	<b>2,466.00</b>

**Employment and Fee Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/19/23	E W	Review/analyze AlixPartners interim compensation application.	0.20	\$ 136.00
7/24/23	CAD	Review and revise draft CNO for Ducera first interim fee application (.2); correspondence w/ A. Ambeault regarding same and comments (.2).	0.40	552.00
7/26/23	CAD	Correspondence w/ M. Feinberg (Ducera) regarding second interim fee applications and timing (.2); correspondence w/ A. Ambeault regarding same and Ducera inquiries (.3).	0.50	690.00
7/27/23	CAD	Correspondence w/ A. Ambeault regarding Ducera drafts of April-June monthly fee statements and second interim fee application (.2); brief review/analysis of same (.2).	0.40	552.00
7/28/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding CNO for Ducera first interim fee application and clearance for filing (.2) review and revise Ducera April (.3), May (.3), and June (.3) monthly fee statements; various correspondence w/ A. Ambeault regarding same and comments (.4); review and revise Ducera second interim fee application (.6); correspondence w/ A. Ambeault, J. Brandt regarding same and comments (.2).	2.30	3,174.00
7/28/23	A A	Review/analyze fee statement and fee application materials from Ducera.	0.90	486.00
<b>Sub-Total</b>			<b>4.70</b>	<b>5,590.00</b>



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**Financing and Cash Collateral**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/3/23	CAD	Correspondence w/ C. Harlan (Paul Hastings) regarding Paul Hastings May 2023 invoice pursuant to DIP order (.1) and review/analyze same (.1).	0.20 \$	276.00
7/5/23	CAD	Correspondence w/ J. Goltser (Weil) regarding change to amended DIP credit agreement (.1) and review/analyze same (.2); review and revise internal summary of amended DIP agreement (.3); correspondence w/ J. Burbage, J. Brandt regarding same and comments (.2).	0.80	1,104.00
7/5/23	MDA	Corr. with internal working group on DIP amendment terms.	0.10	131.50
7/5/23	T G	Review/analyze DIP Amendment (.4); correspondence w/ Willkie team re same (.2).	0.60	1,125.00
7/5/23	B M	Review/analyze the proposed DIP amendment (.7); prepare memorandum regarding the DIP amendment (.4); call with Weil regarding the DIP amendment (.3).	1.40	2,870.00
7/5/23	JHB	Review/analyze memo summarizing changes to DIP Amendment.	0.70	920.50
7/5/23	J B	Review/analyze Debtors' proposed DIP CA amendment (.8) and prepare summary regarding same for internal team (.6).	1.40	1,442.00
7/6/23	CAD	Correspondence w/ B. Miller regarding filed amendment to Debtors' DIP credit agreement.	0.10	138.00
7/6/23	B M	Review the DIP Agreement and modifications (1.2); prepare memorandum regarding the pay down mechanics of the DIP (.4).	1.60	3,280.00
7/20/23	B M	Review/analyze the Debtors' financing proposals (.9); correspondence with the Debtors regarding financing proposals (.5).	1.40	2,870.00
7/31/23	JHB	Review/analyze equity line of credit proposals (.3) and draft summary to B. Miller and T. Goren re: same (.2).	0.50	657.50
<b>Sub-Total</b>			<b>8.80</b>	<b>14,814.50</b>

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**Meetings and Communications with Creditors**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/5/23	CAD	Participate in weekly call w/ Committee's professionals (matters discussed -- debrief of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting; Committee's plan mediation statement and statement regarding disclosure statement and deadlines).	0.50 \$	690.00
7/5/23	M M	Prepare for (.3) and participate in (.5) follow up call with Ducera and Willkie (Celsius; plan and valuation support; converts fracture probability; DIP amendment).	0.80	1,500.00
7/5/23	T G	Review/analyze agenda and materials for UCC call.	0.30	562.50
7/5/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting regarding open case issues.	1.30	2,665.00
7/5/23	J B	Meeting w/ UCC professionals re: plan discussions and related case updates.	0.40	412.00
7/5/23	J H	Meeting w/ UCC advisors re: mediation statement, UCC meeting.	0.40	650.00
7/5/23	JHB	Attend call with Committee professionals re: plan process, mediation, Celsius.	0.50	657.50
7/6/23	J H	Attend weekly meeting w/ UCC re: plan, mediation, Ducera updates (in part).	0.30	487.50
7/6/23	CAD	Prepare for (.2) and participate in (.4) weekly Committee meeting (matters discussed -- chapter 11 plan and mediation update; proposed settlement of Celsius claims; Ducera update).	0.60	828.00
7/6/23	E W	Attend weekly Committee meeting re Celsius and plan negotiations.	0.40	272.00
7/6/23	T G	Prepare for (.2) and participate on (.4) Committee call re Celsius, plan update; review/analyze Ducera financial update (.2).	0.80	1,500.00
7/6/23	M M	Prepare for (.1) and participate in (.4) weekly meeting with UCC re: plan and valuation update; status of converts.	0.50	937.50
7/6/23	B M	Preparation (.4) and attendance at (.4) the UCC meeting to discuss open case issues (mediation,	0.80	1,640.00

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7/6/23	JHB	plan, claims settlement, Ducera update). Attend weekly Committee call re: legal and operational updates including mediation, plan, claims settlement.	0.40	526.00
7/6/23	J B	Participate in meeting with UCC and UCC advisors regarding update on plan discussions, Celsius settlement, and other case updates.	0.40	412.00
7/12/23	T G	Review and revise agenda for UCC call.	0.20	375.00
7/12/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting regarding open case issues.	1.40	2,870.00
7/13/23	CAD	Prepare for (.2) and participate in (.7) weekly Committee meeting (matters discussed -- chapter 11 plan and mediation update; Sphere's responses to Debtors' objection to claims and partial summary judgment motion; Ducera update).	0.90	1,242.00
7/13/23	B M	Preparation (.1) and attendance at (.7) the UCC meeting to discuss open case issues (plan/mediation/Ducera update); communications with the ad hoc group of convert holders regarding open case issues (.6).	1.40	2,870.00
7/13/23	E W	Attend weekly UCC meeting re plan negotiations and mediation.	0.70	476.00
7/13/23	T G	Prepare for (.3) and participate on (.7) Committee call re plan update, claims settlements, Ducera update; follow-up discussion w/ B Miller and internal team re same (.4); review/analyze Ducera materials for UCC call (.3).	1.70	3,187.50
7/13/23	M M	Prepare for (.3) and participate in (.7) weekly update call w/ Ducera team re: meeting at Weil on plan, mediation, claims settlements.	1.00	1,875.00
7/13/23	JHB	Attend Committee call re: plan, mediation, settlements (in part).	0.30	394.50
7/13/23	J B	Prepare for (.3) and participate in (.7) Committee meeting regarding recap of meeting with debtors and other case updates.	1.00	1,030.00
7/14/23	CAD	Correspondence w/ C. Power (Shell) regarding 7/26 plan mediation session.	0.10	138.00
7/18/23	CAD	Correspondence w/ C. Hemschot/C. Cowden (Tenaska), B. Miller regarding yesterday's pre-	0.40	552.00

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		mediation session w/ Judge Isgur and summary/next steps regarding mediation.		
7/18/23	MDA	Corr. with working group and UCC re: settlement motions and mediation.	0.20	263.00
7/18/23	T G	Correspondence w/ UCC members re mediation/plan negotiation update.	0.30	562.50
7/19/23	CAD	Participate in weekly meeting w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals; plan mediation statement).	0.40	552.00
7/19/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting regarding open case issues.	1.30	2,665.00
7/19/23	J H	Meeting w/ UCC advisors re: mediation; plan; settlements.	0.40	650.00
7/20/23	CAD	Prepare for (.2) and participate in (1.4) weekly Committee meeting (matters discussed -- plan mediation status and mediation statement; ad hoc noteholder group plan proposal; Debtors' second motion to extend exclusivity; Debtors' motions to approve mechanics' liens settlements; Ducera update); debrief discussion regarding same and next steps w/ B. Miller/T. Goren (.3).	1.90	2,622.00
7/20/23	M M	Participate in call with UCC re: plan value/settlements (in part).	0.50	937.50
7/20/23	T G	Prepare for (.3) and participate on (1.4) Committee call re: plan negotiations/mediation; follow-up call w/ B. Miller re same (.4); review/analyze Ducera materials re: same (1.1); correspondence w/ J Korn re: Ducera materials (.2).	3.40	6,375.00
7/20/23	B M	Attend the UCC meeting to discuss open case issues including plan mediation (in part).	0.80	1,640.00
7/20/23	J H	Meeting w/ UCC and advisors w/r/t case matters and plan mediation.	1.40	2,275.00
7/20/23	J B	Participate in meeting with Committee and Committee advisors re: mediation and other case updates (in part).	1.00	1,030.00
7/23/23	CAD	Correspondence w/ J. Brandt, Committee members regarding request for call tomorrow regarding Debtors' revised plan proposal.	0.20	276.00
7/23/23	T G	Correspondence w/ Willkie team and UCC	0.30	562.50

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7/24/23	CAD	members re Monday UCC call. Correspondence w/ internal working group, Committee members regarding today's special Committee call regarding Debtors' plan counterproposal/upcoming plan mediation (.2) and participate in same (.8).	1.00	1,380.00
7/24/23	T G	Prepare for (.4) and participate on (.8) Committee call re mediation status; review/analyze Ducera materials for same (.4).	1.60	3,000.00
7/26/23	CAD	Correspondence w/ B. Miller, Committee members regarding today's plan mediation update/status.	0.30	414.00
7/26/23	T G	Review and revise agenda for UCC call (.2); correspondence w/ UCC re mediation status (.3).	0.50	937.50
7/27/23	J H	Attend weekly UCC meeting re: plan mediation, plan status and other case matters.	0.40	650.00
7/27/23	CAD	Prepare for (.3) and participate in (.4) weekly Committee meeting (matters discussed -- plan mediation update; exit financing proposals; Bitmain term sheet; Disclosure Statement hearing; exclusivity objection deadline; Ducera update).	0.70	966.00
7/27/23	B M	Review and comment on the agenda and exhibits for the UCC meeting (1.1); preparation (.9) and participation at (.4) the UCC meeting to discuss the mediation, exit financing, and open case issues.	2.40	4,920.00
7/27/23	M M	Prepare for (.1) and participate in (.5) meeting with UCC re: mediation, plan negotiations.	0.60	1,125.00
7/27/23	T G	Prepare for (.2) and participate on (.4) Committee call re: mediation, exit financing, Ducera update; review/analyze Ducera materials for same (.3).	0.90	1,687.50
<b>Sub-Total</b>			<b>38.00</b>	<b>64,240.50</b>

**Non-Working Travel (billed at 50%)**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
7/25/23	T G	Travel to Houston for Plan mediation (5.0 of	5.00	\$	9,375.00

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7/26/23	T G	10.0). Return from Houston re: Plan mediation (3.2 of 6.5).	3.20	6,000.00
<b>Sub-Total</b>			<b>8.20</b>	<b>15,375.00</b>

**Plan and Disclosure Statement**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/5/23	CAD	Correspondence w/ J. Burbage regarding discussion w/ Weil regarding disclosure statement and objection deadline.	0.10 \$	138.00
7/5/23	T G	Calls w/ B. Miller and C. Damast re plan status update.	0.30	562.50
7/6/23	CAD	Correspondence w/ B. Miller regarding plan-related discussions w/ counsel for convertible noteholders and anticipated next steps.	0.30	414.00
7/6/23	T G	Call w/ B. Miller re update on discussions w/ converts/plan status (.4) and correspondence w/ Ducera re same (.2).	0.60	1,125.00
7/6/23	B M	Review/analyze the Debtors' plan proposal (2.6); prepare memorandum regarding open plan issues (.7); correspondence with the Debtors regarding plan discussions (.4); correspondence with the Ad Hoc Group regarding plan negotiations (.5).	4.20	8,610.00
7/7/23	J B	Conduct research (3.5) and draft research memorandum regarding cramdown legal issues (1.3).	4.80	4,944.00
7/8/23	CAD	Correspondence w/ C. Carlson (Weil), internal working group, A. Verost (Ducera) regarding in person meeting to advance chapter 11 plan discussions.	0.40	552.00
7/8/23	T G	Correspondence w/ Weil and Willkie teams re plan meeting.	0.30	562.50
7/10/23	CAD	Correspondence w/ T. Goren, Weil team regarding in person chapter 11 plan discussions meeting.	0.40	552.00
7/10/23	J B	Conduct research (4.1) and complete drafting of memorandum regarding cram down legal issues and potential application in cases (2.2); corr.	6.50	6,695.00

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7/11/23	J H	with J. Burbage regarding same (.2). Attend meeting w/ UCC advisors in preparation for plan negotiations w/ Debtors.	0.50	812.50
7/11/23	CAD	Correspondence w/ C. Carlson/J. Mezzatesta (Weil), internal working group regarding tomorrow's in person meeting regarding chapter 11 plan discussion (.4); correspondence w/ internal working group, A. Verost (Ducera) regarding same and preparation (.1); telephone conference w/ A. Verost (Ducera), internal working group regarding same and strategy (.7).	1.20	1,656.00
7/11/23	M M	Participate in call with Willkie and Ducera teams to prep for meeting with Debtor parties on plan terms/value.	0.50	937.50
7/11/23	T G	Correspondence w/ Weil and Ducera re Plan meeting (.4); call w/ Ducera re prep for same (.7); review/analyze materials re converts re: potential offers (.6); review/analyze Ducera materials re same (.5); review/analyze sample mediation orders re: potential changes (.2) and correspondence w/ Willkie team re: same (.2); correspondence w/ Willkie team re: mediation logistics (.3).	2.90	5,437.50
7/11/23	B M	Prepare memorandum regarding plan negotiations with the Debtors and the Ad Hoc Group (1.3); review/analyze the Debtors' plan proposal and the UCC counter-proposal (2.1); correspondence with the Debtors regarding plan discussions (.4).	3.80	7,790.00
7/11/23	E W	Attend call with Willkie and Ducera teams re: plan negotiations.	0.60	408.00
7/11/23	JHB	Call with C. Carlson (Weil) in advance of meeting with Debtors' professionals re: plan structure (.2); corr. w/ J. Brandt re: potential additions to mediation order (.4); call with Ducera in advance of meeting with Debtors' professionals re: plan structure (.6); corr. w/ A. Crabtree (Weil) re: proposed form of mediation order (.2).	1.40	1,841.00
7/12/23	J H	Meeting between UCC and Debtor professionals re: plan negotiations (in part).	1.10	1,787.50
7/12/23	CAD	Prepare for (.3) and attend (1.9) in person meeting at Weil w/ Debtors' and Committee's	2.60	3,588.00



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		professionals regarding chapter 11 plan issues/potential proposals/next steps; correspondence w/ internal working group regarding same (.2); correspondence w/ K. Patel (Ducera), Weil/PJT teams regarding same and diligence requests (.2).		
7/12/23	T G	Prepare for (.4) and participate in (1.9) plan meeting at Weil with Debtors' professionals; review/analyze Ducera plan analyses re same (.9); review/analyze various drafts of proposed mediation order (.4); correspondence w/ Weil re: same (.3); correspondence w/ Willkie team re: UCC participation at mediation (.2).	4.10	7,687.50
7/12/23	B M	Preparation (.4) and attendance at (1.9) the meeting with the Debtors' advisors regarding the plan and mediation planning; correspondence with the Ad Hoc Group regarding the plan and mediation (.6); prepare memorandum regarding the Debtors and Ad Hoc Group issues for plan meeting (.8).	3.70	7,585.00
7/12/23	JHB	Prepare for (.3) and attend meeting with Debtors' professionals re: plan structure (1.9).	2.20	2,893.00
7/12/23	JBK	Attend call with T. Goren re: potential plan litigation issues.	0.30	562.50
7/12/23	J B	Participate in meeting with Debtors' and UCC's professionals regarding update on plan negotiations and other case updates.	1.00	1,030.00
7/13/23	CAD	Correspondence w/ J. Lau (Paul Hastings) regarding convertible noteholders' proposed chapter 11 plan construct (.1); review/analyze same (.8); correspondence w/ internal working group, A. Verost (Ducera) regarding same (.4).	1.30	1,794.00
7/13/23	B M	Review/analyze the Ad Hoc Group plan proposal (1.4); prepare memorandum regarding the Ad Hoc Group plan proposal (.4).	1.80	3,690.00
7/13/23	JHB	Review/analyze J. Brandt memo re: cram up standard (.4); review/analyze Ad Hoc Noteholder group plan proposal (.2) and corr. w/ Willkie team re: same (.1).	0.70	920.50
7/14/23	B M	Meeting with the Ad Hoc Group regarding their plan proposal (.5); review/analyze the Ad Hoc Group plan proposal and potential counter-proposals (2.2); prepare memorandum	3.40	6,970.00

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		regarding the plan proposals and mediation issues (.7).		
7/14/23	CAD	Telephone conference w/ Paul Hastings and Moelis/internal working group and Ducera regarding convertible noteholder plan proposal (.5); review/analyze such proposal (.3); correspondence w/ internal working group, Ducera team regarding same (.4); review/analyze Ducera slides regarding same (.4); correspondence w/ internal working group regarding framework for potential plan counterproposal (.2).	1.80	2,484.00
7/14/23	MDA	Corr. with internal Working Group re: plan counterproposal (.2) and analysis of materials re: same (.2).	0.40	526.00
7/14/23	T G	Review/analyze convert plan proposal (.8); call w/ Convert advisers re same (.6); correspondence w/ Willkie team re same (.4); review/analyze potential alternative plan proposals (.7); correspondence w/ UCC members re participation in mediation (.2).	2.70	5,062.50
7/14/23	JHB	Review and provide comments to J. Brandt re: cram up memo.	4.00	5,260.00
7/14/23	J H	Conf. call w/ Ad Hocs and UCC advisors re: plan structure.	0.50	812.50
7/14/23	J B	Participate in call with UCC and Ad Hoc Group advisors regarding plan discussions.	0.50	515.00
7/16/23	T G	Correspondence w/ Ducera and Willkie teams re: plan proposal.	0.40	750.00
7/17/23	CAD	Telephone conference w/ internal working group, Ducera team regarding this morning's pre-plan mediation conference and preparation for today's call w/ convert noteholders' advisors regarding plan proposal and status/next steps (.5); correspondence (.2) and telephone conference (.8) w/ internal working group, Ducera team regarding same, possible counterproposal, and plan mediation statement; telephone conference w/ internal working group, Ducera team, Paul Hastings and Moelis teams regarding same and next steps (.5); correspondence w/ J. Brandt, E. Wayne regarding plan-related research issues (.2).	2.20	3,036.00

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7/17/23	MDA	Corr. with internal Working Group re: cramdown research and mechanics lien settlements (.1); analysis of memorandums and motions re: same (.1).	0.20	263.00
7/17/23	T G	Call w/ Ducera and Willkie teams re: potential plan offers and mediation statement (.9); review/analyze research re: cram down options (.8).	1.70	3,187.50
7/17/23	E W	Attend call with Willkie and Ducera teams re: mediation and ad hoc group of convertible noteholders' plan proposal.	0.90	612.00
7/17/23	E W	Review/revise internal memo re: cramdown.	1.60	1,088.00
7/17/23	J B	Participate in meeting with Committee professionals regarding mediation conference recap (.5); participate in meeting with UCC professionals and Ad Hoc Group professionals regarding plan negotiations (.4).	0.90	927.00
7/17/23	J B	Draft and revise cramdown legal issues research memorandum.	3.80	3,914.00
7/17/23	J B	Participate in call with Willkie and Ducera teams regarding next steps on plan negotiations and potential counterproposals.	0.60	618.00
7/18/23	CAD	Correspondence w/ J. Brandt regarding internal memo summarizing cram down research and Till issues (.1) and review/analyze same (.4); correspondence w/ J. Brandt, E. Wayne regarding additional plan confirmation-related research (.3) and review/analyze same (.3); correspondence w/ E. Wayne regarding Debtors' second exclusivity motion (.1) and review/analyze summary of same (.1).	1.30	1,794.00
7/18/23	T G	Review/analyze exclusivity motion (.4); correspondence w/ K. Hansen (Paul Hastings) re: same (.2); review/analyze cram up research (.7); review/analyze finance raise presentation (.6).	1.90	3,562.50
7/18/23	E W	Review/analyze case law re interest under the Till decision (3.6); review/analyze Compute North disclosure statement and liquidation analysis (1.1).	4.70	3,196.00
7/18/23	J B	Review/analyze Debtors' draft motion to extend exclusivity (.8) and corr. with internal team re	1.10	1,133.00

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		same (.3).		
7/18/23	E W	Review/analyze Debtors' second motion to extend the exclusive periods.	0.30	204.00
7/19/23	CAD	Correspondence w/ K. Patel (Ducera) regarding Debtors' materials regarding exit financing status (.1) and review/analyze same (.3); correspondence w/ J. Brandt, internal working group, Ducera team regarding Debtors' exclusivity extension motion and summary/issues (.4); discuss same w/ T. Goren (.1); telephone conference w/ B. Lohan (Arnold & Porter) regarding views of equipment lenders regarding plan (.3); correspondence w/ B. Miller, internal working group regarding discussion w/ B. Riley regarding plan/exit financing prospects (.2).	1.40	1,932.00
7/19/23	T G	Call w/ B. Lohan (Arnold & Porter) re: equipment lenders status (.4); call w/ B. Miller re: B. Riley plan issues (.2); review/analyze exclusivity motion (.4) and correspondence w/ Ducera and Willkie teams re: same (.2).	1.20	2,250.00
7/19/23	E W	Edit internal memo re interest and Compute North plan-related research.	0.80	544.00
7/19/23	E W	Attend weekly professionals call re plan proposals.	0.50	340.00
7/19/23	B M	Review and comment on the revised UCC plan proposals for the Ad Hoc Group and the Debtors (1.6); review/analyze the case law regarding the cram up note options for the convertible note holders (1.3); prepare memorandum regarding plan issues for the UCC (.9).	3.80	7,790.00
7/19/23	J B	Review/analyze E. Wayne research summary regarding cram up legal issue (.9) and provide comments to same (.2).	1.10	1,133.00
7/20/23	CAD	Correspondence w/ A. Gupta (Ducera) regarding presentation for Committee regarding analysis/comparison of Debtors' and ad hoc noteholder group's plan proposals (.1) and review/analyze same (.6); correspondence w/ E. Wayne regarding section 1129 research (.1) and review/analyze same (.2) and memo regarding same (.4).	1.40	1,932.00

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7/20/23	B M	Review/analyze the revised plan proposals and UCC counterproposal options (3.2); correspondence with the plan parties regarding alternative proposals (.8); prepare memorandum regarding alternative plan proposals (.6).	4.60	9,430.00
7/22/23	CAD	Correspondence w/ A. Verost (Ducera), internal working group regarding discussion w/ J. Singh (PJT) regarding exit financing status and possible new plan proposal.	0.40	552.00
7/22/23	T G	Correspondence w/ Ducera re potential plan settlement proposal and equity/debt LOIs.	0.50	937.50
7/23/23	CAD	Correspondence w/ N. Warier (PJT) regarding Debtors' plan counterproposal (.1) and review/analyze same (.2); correspondence w/ internal working group, Ducera team regarding same and next steps/need for discussion w/ Committee (.4); correspondence w/ A. Gupta (Ducera) regarding analysis of Debtors' plan counterproposal (.1) and review/analyze same (.2).	1.00	1,380.00
7/23/23	T G	Review/analyze Plan settlement proposal from Debtors (.4) and Ducera analysis of same and valuation (.5); correspondence w/ Ducera and Willkie teams re: financing/settlement proposals (.3); calls (x2) w/ A. Verost (Ducera) and B. Miller re: same (.5); call w/ Debtors' advisors re: same (.4).	2.10	3,937.50
7/24/23	CAD	Correspondence w/ T. Goren, Ducera team regarding discussion w/ Weil regarding equity financing proposals.	0.20	276.00
7/24/23	T G	Correspondence w/ Willkie team/Ducera re: updated LOIs (.2); calls (x2) w/ B. Miller re: same and plan discussions (.3).	0.50	937.50
7/24/23	E W	Attend weekly UCC professionals meeting re: plan counterproposal.	0.70	476.00
7/25/23	CAD	Correspondence w/ J. Brandt regarding 7/28 scheduled Disclosure Statement hearing (.1); correspondence w/ C. Carlson (Weil), J. Brandt regarding same (.2); subsequent correspondence w/ J. Brandt, internal working group regarding same (.3); discuss same w/ J. Brandt (.1); correspondence w/ K. Patel (Ducera) regarding exit financing proposal (.1); discuss same w/ B.	2.30	3,174.00

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		Miller (.1); correspondence w/ A. Verost (Ducera), internal working group regarding discussion w/ J. Singh (PJT) regarding Debtors' plan counterproposal/next steps (.2); conduct brief legal research on section 1125 of the Bankruptcy Code/Bankruptcy Rule 3017 (.7); correspondence w/ E. Wayne, J. Brandt regarding same and additional research issues/next steps (.5).		
7/25/23	J B	Analyze forthcoming disclosure statement hearing and objection deadline (.2) and corr. with internal team re: same (.1).	0.30	309.00
7/27/23	CAD	Correspondence w/ J. Brandt, E. Wayne regarding adjournment of Disclosure Statement hearing and Disclosure Statement research issues (.3); brief research regarding same (.3); correspondence w/ C. Carlson (Weil), J. Brandt regarding new Disclosure Statement hearing date and objection deadline (.2); review/analyze notice of rescheduled hearing to consider approval of Disclosure Statement (.1).	0.90	1,242.00
7/30/23	E W	Review/analyze notice of rescheduled hearing re disclosure statement.	0.20	136.00
7/31/23	CAD	Correspondence w/ C. Carlson (Weil) regarding equity line of credit term sheets from B. Riley and XMS (.1); review/analyze same (.3); correspondence w/ J. Burbage regarding same (.1).	0.50	690.00
7/31/23	T G	Call w/ J/ Burbage re: mediation update (.3); review/analyze equity line of credit term sheets (.9).	1.20	2,250.00
7/31/23	E W	Review/analyze case law re disclosure statement motions	5.20	3,536.00
7/31/23	JHB	Review/analyze exclusivity extension motion.	0.30	394.50
<b>Sub-Total</b>			<b>113.60</b>	<b>166,069.50</b>

**Relief from Stay and Adequate Protection**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/5/23	CAD	Correspondence w/ J. Burbage regarding discussion w/ Weil regarding status of North Mill stay relief motion.	0.10	\$	138.00
7/7/23	CAD	Review/analyze notice of rescheduled hearing on North Mill stay relief motion (.1); correspondence w/ E. Wayne, internal working group regarding same (.1).	0.20		276.00
7/7/23	E W	Review/analyze notice of rescheduled hearing re North Mill motion for relief from the automatic stay.	0.20		136.00
<b>Sub-Total</b>			<b>0.50</b>		<b>550.00</b>

**Other Motions/Applications**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/16/23	E W	Review/analyze settlement motions with mechanics lienholders Condair (.5), Trilogy (.5), Huband-Mantor Construction (.5), and J.W. Didado Electric (.5).	2.00	\$	1,360.00
7/17/23	CAD	Review/analyze Debtors' motions to approve global settlements w/ Condair (.3), Trilogy (.3), Didado (.3), and HMC (.3); correspondence w/ E. Wayne regarding summaries of same (.2).	1.40		1,932.00
7/17/23	T G	Review/analyze motions to settle claims with various mechanic lien claimants.	1.30		2,437.50
7/19/23	CAD	Correspondence w/ J. Brandt, E. Wayne regarding summaries of Debtors' motions to approve four mechanics' liens settlements (.5) and review/analyze same (.2).	0.70		966.00
7/20/23	CAD	Review/analyze Debtors' motion to extend deadline to remove civil actions (.2); review/analyze same (.2).	0.40		552.00
<b>Sub-Total</b>			<b>5.80</b>		<b>7,247.50</b>

**Willkie Fee Statements and Applications**



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/7/23	CAD	Review/analyze entered order granting Willkie's first interim fee application.	0.10	\$	138.00
7/7/23	T G	Review/analyze first interim fee order.	0.20		375.00
7/25/23	CAD	Discuss Willkie June 2023 monthly fee statement w/ A. Ambeault.	0.10		138.00
		<b>Sub-Total</b>	<b>0.40</b>		<b>651.00</b>

**Mediation**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/6/23	JHB	Outline plan mediation statement.	0.30	\$	394.50
7/8/23	CAD	Correspondence w/ J. Burbage regarding chapter 11 plan mediation statement outline (.2) and review/analyze same (.2).	0.40		552.00
7/8/23	JHB	Draft plan mediation statement (5.4); correspondence with B. Miller and T. Goren re: outline of same (.3); correspondence with Weil re: in person plan negotiation session (.4).	6.10		8,021.50
7/10/23	CAD	Correspondence w/ T. Goren, internal working group regarding chapter 11 plan mediation statement outline and revisions (.2); correspondence w/ A. Crabtree (Weil) regarding draft chapter 11 plan mediation order (.1) and review/analyze same (.1); correspondence w/ J. Brandt, internal working group regarding same and comments (.2); correspondence w/ A. Verost (Ducera), internal working group regarding same (.2).	0.80		1,104.00
7/10/23	T G	Review and revise outline of plan mediation statement (.4); correspondence w/ Willkie team re: same (.2); call w/ J. Burbage re: same (.3); correspondence w/ Weil re: Plan mediation (.2); review/analyze draft mediation order (.3); correspondence w/ Ducera and Willkie teams re: same (.2).	1.60		3,000.00
7/10/23	JHB	Finalize draft of plan mediation statement (4.1)	9.20		12,098.00

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		and revise same (4.3); call with T. Goren re: mediation statement (.5); review/analyze draft mediation order and draft summary for internal Willkie team re: same (.3).		
7/10/23	J B	Review/analyze Debtors' draft mediation order (.6) and corr. with internal team regarding same (.2).	0.80	824.00
7/11/23	CAD	Correspondence w/ internal working group regarding draft of proposed chapter 11 plan mediation order (.3); review/analyze same (.2); discuss same w/ B. Miller/T. Goren (.1); correspondence w/ J. Burbage, A. Crabtree (Weil) regarding same (.1).	0.70	966.00
7/11/23	B M	Review and comment on outline for plan mediation statement (1.4); review/analyze Ducera valuation materials for the mediation statement (1.2); prepare memorandum regarding the mediation statement and plan negotiations (1.0).	3.80	7,790.00
7/11/23	JHB	Revise plan mediation statement.	3.20	4,208.00
7/12/23	CAD	Correspondence w/ T. Goren, Weil team regarding comments to draft plan mediation order (.2); correspondence w/ A. Crabtree (Weil) regarding revised drafts of same (.2) and review/analyze same (.3); discuss Committee mediation statement draft/status w/ J. Brandt (.1); correspondence w/ J. Burbage, J. Brandt, internal working group regarding same (.3); correspondence w/ J. Burbage, E. Wayne regarding 7/17 pre-mediation conference (.1); correspondence w/ A. Crabtree (Weil) regarding entered plan mediation order (.1) and review/analyze same (.1).	1.40	1,932.00
7/12/23	E W	Review/analyze entered mediation order.	0.20	136.00
7/12/23	JHB	Finalize draft plan mediation statement and circulate to Willkie team.	3.10	4,076.50
7/13/23	CAD	Correspondence w/ J. Burbage regarding draft of Committee's chapter 11 plan mediation statement (.1) and review/analyze same (.7); discuss same and preliminary comments w/ internal working group (.4); correspondence w/	1.40	1,932.00

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		J. Burbage, K. Patel (Ducera) regarding same (.2).		
7/13/23	B M	Review and comment on the UCC draft plan mediation statement (2.3); prepare memorandum regarding the UCC mediation statement (.6).	2.90	5,945.00
7/13/23	E W	Correspondence with C. Hemschot (Tenaska) re mediation.	0.10	68.00
7/13/23	T G	Review and revise draft plan mediation statement.	1.20	2,250.00
7/13/23	JHB	Discussion with B. Miller and T. Goren re: plan mediation statement (.3); revise mediation statement per same (2.8); circulate draft mediation statement to K. Patel (Ducera) (.1).	3.20	4,208.00
7/14/23	CAD	Correspondence w/ C. Carlson (Weil), Judge Isgur's chambers regarding 7/17 pre-mediation conference and 7/26 chapter 11 plan mediation session.	0.20	276.00
7/14/23	JHB	Revise draft plan mediation statement per B. Miller and T. Goren comments.	0.50	657.50
7/16/23	E W	Correspondence with Willkie team re 7/17 pre-mediation conference.	0.10	68.00
7/17/23	CAD	Participate in virtual pre-plan mediation conference w/ Judge Isgur, major stakeholders (.5); correspondence w/ internal working group, Ducera team regarding same and next steps (.4); correspondence w/ B. Miller, T. Goren regarding same (.2); correspondence w/ J. Brandt regarding same and mediation statement (.2); discussion w/ B. Miller, T. Goren, J. Brandt regarding outline of plan mediation statement (.2); review/analyze current draft of plan mediation statement and revisions (.5).	2.00	2,760.00
7/17/23	M M	Participate in pre-call with Willkie and Ducera re: plan mediation.	0.80	1,500.00
7/17/23	B M	Attend pre-mediation conference with Judge Isgur re: plan (.5) and follow-on discussions with the mediation parties regarding the mediation statements (2.8); prepare memorandum regarding the mediation statement requirements (.6); correspondence with Ducera regarding the materials needed for the UCC mediation statements (.7).	4.60	9,430.00

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7/17/23	J H	Attend plan mediation conference with Judge Isgur (.5); follow-up meeting w/ UCC professionals re: mediation statement (.5); conf. call w/ ad hoc and UCC professionals re: plan negotiations (.4); follow-up conf. call w/ UCC professionals re: ad hoc converts plan proposal (.8).	2.20	3,575.00
7/17/23	J B	Participate in pre mediation session with Judge Isgur and other mediation parties re plan.	0.50	515.00
7/17/23	J B	Draft and revise UCC mediation statements (3.0) and multiple corr. w/ Willkie team regarding same (.9).	3.90	4,017.00
7/17/23	R S	Conduct legal research i/c/w plan mediation.	0.90	283.50
7/17/23	T G	Attend initial mediation call w/ Judge Isgur re: plan (.6); follow-up call w/ Willkie/Ducera teams re: same (.5); call w/ Convert advisors re: same (.4); follow-up call w/ B. Miller re: same (.5); review and revise draft mediation statement (1.7).	3.70	6,937.50
7/18/23	CAD	Discuss plan mediation statement and comments w/ T. Goren and J. Brandt (.2); review and revise plan mediation statement (2.9); correspondence w/ internal working group regarding same and additional comments (.2); subsequent correspondence w/ T. Goren, J. Brandt regarding same (.2).	3.50	4,830.00
7/18/23	J B	Draft and revise UCC plan mediation statement.	1.90	1,957.00
7/18/23	T G	Review and revise further updated draft of plan mediation statement (.9); discuss same w/ J. Brandt and C. Damast (.4).	1.30	2,437.50
7/19/23	CAD	Discuss status of plan mediation statement w/ J. Brandt (.1); review/analyze current draft of same (.3).	0.40	552.00
7/19/23	T G	Review and revise draft plan mediation statement (1.2); call w/ Ducera re: same and potential plan proposals (.5).	1.70	3,187.50
7/20/23	CAD	Correspondence w/ K. Patel (Ducera), J. Burbage/J. Brandt regarding status of plan mediation statement and Ducera inserts (.4); discuss draft mediation statement/next steps w/ T. Goren, J. Brandt (.3); correspondence w/ J.	1.10	1,518.00

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		Brandt, internal working group regarding same (.4).		
7/20/23	T G	Review/analyze updated draft of Repayment Amount portion of plan mediation statement (.7) and correspondence w/ Willkie and Weil re same (.4).	1.10	2,062.50
7/20/23	J B	Draft and revise UCC plan mediation statements (2.2) and multiple corr. with internal team regarding same (.4).	2.60	2,678.00
7/21/23	CAD	Correspondence w/ J. Brandt, internal working group regarding plan mediation statement and Ducera inserts status and next steps (.5); correspondence w/ J. Goltser (Weil) regarding draft, potentially joint mediation statement regarding 2x repayment provision (.1); review/analyze same (.8); various correspondence w/ J. Brandt, T. Goren regarding same and proposed comments/revisions (.8).	2.20	3,036.00
7/21/23	T G	Review/analyze Debtors' plan mediation statement re 2x issue (.9); correspondence w/ Willkie team re: same (.4); correspondence w/ Willkie team re: status of mediation statements (.3).	1.60	3,000.00
7/21/23	B M	Review/analyze the plan mediation materials for Judge Isgur (4.3); discussions with the Debtors and the Ad Hoc Group regarding the mediation (.8); prepare memorandum regarding the pre-mediation discussions (.8).	5.90	12,095.00
7/21/23	J B	Review/analyze Debtors' draft joint plan mediation statement regarding 2x repayment amount and corr. with internal team regarding same (.5); draft and revise UCC plan mediation statements (3.1).	3.60	3,708.00
7/22/23	CAD	Correspondence w/ A. Gupta (Ducera), J. Brandt regarding valuation section of chapter 11 plan mediation statement (.2); correspondence w/ T. Goren, J. Brandt regarding same (.4); review/analyze same (.6); correspondence w/ J. Brandt, T. Goren regarding comments to 2x repayment section of mediation statement (.4) and review/revise same (.6); discuss plan mediation statement and comments/revisions w/	2.40	3,312.00

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7/22/23	T G	J. Brandt (.2). Review/analyze proposed mark-up of joint plan mediation statement on 2x issue (.7); review and revise Ducera draft valuation mediation statement (.8); correspondence w/ Willkie team re: same (.3).	1.80	3,375.00
7/22/23	B M	Review and comment on the plan mediation statements for Judge Isgur.	2.60	5,330.00
7/22/23	J B	Draft and revise Committee plan mediation statements (4.2); review and provide comments to joint mediation statements (.8) and multiple corr. with internal team and Debtors re same (.3).	5.30	5,459.00
7/23/23	CAD	Review and revise valuation section of Committee's plan mediation statement (2x) (1.7); correspondence w/ internal working group, Ducera team regarding same and comments/revisions (.3); subsequent correspondence w/ J. Brandt regarding same (.4); correspondence w/ A. Gupta (Ducera), J. Brandt regarding status of feasibility section of mediation statement (.3); correspondence w/ J. Brandt, internal working group regarding Till section of mediation statement (.5).	3.20	4,416.00
7/23/23	B M	Review and comment on the mediation statements to be submitted to Judge Isgur.	3.80	7,790.00
7/23/23	J B	Draft and revise plan mediation statements (4.2) and multiple corr. with internal team regarding same (.6).	4.80	4,944.00
7/23/23	T G	Review and revise further updated draft valuation mediation statement (.8); correspondence w/ Ducera re same (.4); review/analyze draft proposed joint cram-up mediation statement (.6) and correspondence w/ Willkie team re: same (.2); correspondence w/ Weil re: same (.2).	2.20	4,125.00
7/24/23	CAD	Review/analyze revised joint plan mediation statement w/ Debtors regarding cram-up notes and Till case (.6); correspondence w/ internal working group, Weil team regarding same and comments (.4); review and revise Committee mediation statement regarding valuation of Debtors (2x) (1.5); discuss same and	7.00	9,660.00

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		comments/revisions w/ J. Brandt (.4); correspondence w/ Ducera team regarding same and comments (.3); review and revise Committee mediation statement regarding feasibility of Debtors' proposed plan (2x) (1.5); various correspondence w/ J. Brandt, internal working group, Ducera team regarding same and comments (.7); correspondence w/ J. Brandt, E. Wayne regarding logistics of submission of plan mediation statements to Judge Isgur (.2); discuss final changes to valuation and feasibility mediation statements w/ J. Brandt (.8); review/analyze joint 2x repayment mediation statement with Debtors (.2); correspondence w/ J. Goltser (Weil) regarding same and sign off(.2); correspondence w/ A. Crabtree (Weil), internal working group regarding 7/26 mediation attendees (.2).		
7/24/23	MDA	Corr. with internal working group, Weil and Ducera re: plan mediation response (0.3); analysis of settlement proposal materials re: same (0.3).	0.60	789.00
7/24/23	JHB	Correspondence with J. Brandt re: plan mediation statement.	0.20	263.00
7/24/23	B M	Finalize and submit the plan mediation statements on behalf of the UCC to Judge Isgur (4.0); correspondence with the UCC regarding the mediation statements (.6); mediation preparation with Ducera (1.7).	6.30	12,915.00
7/24/23	J B	Draft, revise, and facilitate submission of plan mediation statements (5.5) and multiple corr. with Willkie and Ducera teams regarding same (.6).	6.10	6,283.00
7/24/23	T G	Review and revise further updated drafts of joint plan mediation statements with Debtors (.7); UCC valuation mediation statement (.6) and UCC feasibility mediation statement (1.3); correspondence w/ Ducera and Willkie teams re: same (.6); correspondence w/ Weil re same (.4); call w/ C. Carlson (Weil) re: same (.1).	3.70	6,937.50
7/24/23	E W	Correspondence with A. Crabtree (Weil) and C. Carlson (Weil) re: plan mediation statements (.2); edit mediation statement re total enterprise	0.70	476.00



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		value (.5).		
7/25/23	MDA	Corr. with working group, Weil and Ducera re: plan mediation response (.1); analysis of settlement proposal materials re: same (.1).	0.20	263.00
7/25/23	T G	Prepare for plan mediation and review/analyze mediation statements (1.1); meeting w/ P. Mandarino (B. Riley) re mediation strategy (1.2); call w/ J. Korn re: mediation/plan negotiations (.2); correspondence w/ Weil/Ducera re: mediation (.2).	2.70	5,062.50
7/25/23	E W	Correspondence with A. Crabtree (Weil) and Willkie team re: 7/26 mediation logistics.	0.20	136.00
7/25/23	B M	Plan mediation preparation with Ducera and discussions with various mediation parties (3.7); review and discuss the mediation materials (1.4); prepare memorandum regarding mediation options for the UCC (1.2).	6.30	12,915.00
7/26/23	J H	Attend in-person plan mediation.	6.90	11,212.50
7/26/23	CAD	Participate in plan pre-mediation session before Judge Isgur regarding Debtors' status report on capital raise efforts (.2); various correspondence w/ internal working group regarding today's plan mediation status (.7).	0.90	1,242.00
7/26/23	MDA	Corr. with internal working group, Weil and Ducera re: plan mediation response (.1); analysis of settlement proposal materials re: same (.2).	0.30	394.50
7/26/23	T G	Prepare for (1.2) and attend plan mediation (6.9); follow-up meeting w/ B. Miller and J. Hardy re: same (1.8).	9.90	18,562.50
7/26/23	E W	Correspondence with Willkie team re: plan mediation.	0.40	272.00
7/26/23	B M	Prepare for (1.1) and attend plan Mediation in Houston with Judge Isgur, the Debtors, the DIP Lender, Equipment Lenders, the Ad Hoc Group and the Equity Committee (6.9); communications with the UCC regarding the status of mediation (.9); memorandum regarding the mediation and next steps (.8).	9.70	19,885.00
7/26/23	M M	Corr. w/ Willkie team re: status of plan mediation with Judge Isgur.	0.30	562.50
7/27/23	CAD	Discuss results of yesterday's plan mediation	0.10	138.00

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7/27/23	E W	session w/ B. Miller. Attend weekly UCC meeting re: plan mediation (.4); correspondence with J. Burbage and J. Brandt re: same (.2).	0.60	408.00
7/27/23	B M	Communications with the Debtors and Ad Hoc Group regarding next steps in the plan mediation (.9); corr. with Ducera regarding alternative plan options (.7); prepare memorandum regarding plan options (.7); review/analyze Ducera materials regarding valuation and the structure proposed in Mediation (2.4).	4.70	9,635.00
7/27/23	R S	Prepare plan mediation documents for Willkie team.	0.60	189.00
7/30/23	JHB	Review/analyze plan mediation statement submission.	1.20	1,578.00
<b>Sub-Total</b>			<b>182.40</b>	<b>289,116.50</b>

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>		<b><u>Rate</u></b>		<b><u>Amount</u></b>
GOREN, TODD	80.90	\$	1,875.00	\$	151,687.50
HARDY, JENNIFER	15.30		1,625.00		24,862.50
KORN, JEFFREY B.	0.30		1,875.00		562.50
MANSFIELD, MELAINIE	7.00		1,875.00		13,125.00
MILLER, BRETT	97.10		2,050.00		199,055.00
DAMAST, CRAIG A.	79.80		1,380.00		110,124.00
ARENA, MICHAEL D.	2.40		1,315.00		3,156.00
BRANDT, JOSEPH	63.40		1,030.00		65,302.00
BURBAGE, JAMES H.	44.80		1,315.00		58,912.00
WAYNE, ELIZABETH	34.10		680.00		23,188.00
AMBEAULT, ALISON	0.90		540.00		486.00
SASSO, ROHAN	1.50		315.00		472.50
<b>Professional Fees</b>				\$	<b>650,933.00</b>

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**Disbursements and Other Charges**

	<b><u>Amount</u></b>
Teleconferencing	\$ 8.00
Other Out of Town Travel	436.19
Lodging	613.07
Airfare/Train	592.20
Air Freight	29.89
Data Acquisition	5,934.81

**Disbursements and Other Charges**7,614.16**Total this Invoice**\$ 658,547.16

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22322283  
Client/Matter No. 132233.00001  
August 25, 2023

### Remit To:

Willkie Farr & Gallagher LLP  
787 Seventh Avenue, 37th Floor  
New York, NY 10019-6099  
Attention: Accounts Receivable

### FOR PROFESSIONAL SERVICES RENDERED

through July 31, 2023 as set forth in the  
attached detail

Asset Analysis and Recovery	\$	4,585.00
Asset Disposition	\$	690.00
Assumption and Rejection of Leases and Contracts	\$	550.00
Business Operations	\$	2,515.00
Case Administration	\$	29,294.00
Claims Administration and Objections	\$	47,178.50

## PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

Employee Benefits and Pensions	\$	2,466.00
Employment and Fee Applications	\$	5,590.00
Financing and Cash Collateral	\$	14,814.50
Meetings and Communications with Creditors	\$	64,240.50
Non-Working Travel (billed at 50%)	\$	15,375.00
Plan and Disclosure Statement	\$	166,069.50
Relief from Stay and Adequate Protection	\$	550.00
Other Motions/Applications	\$	7,247.50
Willkie Fee Statements and Applications	\$	651.00
Mediation	\$	289,116.50
Disbursement and Other Charges	\$	7,614.16
<b>Total this Invoice</b>	<b>\$</b>	<b><u>658,547.16</u></b>

## PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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**Exhibit B**

**Eighth Monthly Fee Statement  
for the Period from August 1, 2023 through August 31, 2023**

**Objection Deadline: October 11, 2023**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
CORE SCIENTIFIC, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 22-90341 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S  
EIGHTH MONTHLY FEE STATEMENT FOR COMPENSATION OF  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

<b>Name of Applicant:</b>	Willkie Farr & Gallagher LLP	
<b>Applicant's Role in Case:</b>	Counsel for the Official Committee of Unsecured Creditors	
<b>Date Retention Order Signed:</b>	March 10, 2023 [Docket No. 664]	
	<b>Beginning of Period:</b>	<b>End of Period:</b>
<b>Time Period Covered by this Statement:</b>	August 1, 2023	August 31, 2023
<b>Summary of Total Fees and Expenses Requested</b>		
<b>Total Fees Requested in this Statement:</b>	\$245,779.60 (80% of \$307,224.50 <sup>2</sup> )	
<b>Total Expenses Requested in this Statement:</b>	\$1,345.65	

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> This amount reflects a \$4,302.00 reduction for time entry review.



<b>Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):</b>	\$308,570.15
<b>Summary of Attorney Fees Incurred</b>	
<b>Total Attorney Fees Incurred in this Statement:</b>	\$304,686.50
<b>Total Actual Attorney Hours Covered by this Statement:</b>	212.8
<b>Average Hourly Rate for Attorneys:</b>	\$1,431.80
<b>Summary of Paraprofessional and Other Fees Incurred</b>	
<b>Total Paraprofessional and Other Fees Incurred in this Statement:</b>	\$2,538.00
<b>Total Actual Paraprofessional and Other Hours Covered by this Statement:</b>	4.7
<b>Average Hourly Rate for Paraprofessionals and Others:</b>	\$540.00

**In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.**

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Eighth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from August 1, 2023 through August 31, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$245,779.60 (80% of \$307,224.50) as compensation for professional services rendered to the Committee during the period from August 1, 2023 through August 31, 2023 (the “Fee Period”) and \$1,345.65 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$247,125.25.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$307,224.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$245,779.60).
- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and

paraprofessionals of Willkie have expended a total of 222.2 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; j Burbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Statement"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Clifford Carlson, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and clifford.carlson@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and
- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection

on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$247,125.25, consisting of (a) \$245,779.60, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$1,345.65 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas  
September 26, 2023

Respectfully Submitted,

**WILLKIE FARR & GALLAGHER LLP**

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

600 Travis Street

Houston, Texas 77002

Telephone: 713-510-1700

Facsimile: 713-510-1799

Email: jhardy2@willkie.com

**AND**

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

James H. Burbage (admitted *pro hac vice*)

787 Seventh Avenue

New York, New York 10019

Telephone: 212-728-8000

Facsimile: 212-728-8111

Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

*Counsel for the Official Committee of Unsecured Creditors*

**CERTIFICATE OF SERVICE**

I hereby certify that on September 26, 2023, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy  
Jennifer J. Hardy

**Exhibit A****Summary of Legal Fees for the Fee Period**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
003	Assumption and Rejection of Leases and Contract	0.9	\$962.00
006	Business Operations	2.0	\$2,908.50
007	Case Administration	23.7	\$31,499.00
008	Claims Administration and Objections	49.0	\$57,492.50
010	Employee Benefits and Pensions	1.2	\$2,045.50
011	Employment and Fee Applications	8.0	\$7,753.00
015	Meetings and Communications with Committee	31.8	\$53,668.00
017	Plan and Disclosure Statement	57.5	\$87,480.00
019	Relief from Stay and Adequate Protection	0.2	\$276.00
024	Hearings	13.8	\$19,760.50
025	First and Second Day Motions	1.8	\$2,880.00
029	Other Motions/Applications	9.0	\$12,481.50
032	Willkie Fee Statements and Applications	9.4	\$10,571.00
034	Mediation	9.2	\$17,447.00
036	Time Entry Review	4.7	\$4,302.00
<b>Total Requested</b>		<b>222.2</b>	<b>\$311,526.50</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>			<b>(\$4,302.00)</b>
<b>Total Requested</b>		<b>222.2</b>	<b>\$307,224.50</b>



**Exhibit B****Summary of Hours Billed by Willkie Attorneys and  
Paraprofessionals/Others for the Fee Period**

<b>Professional Person</b>	<b>Position</b>	<b>Year Admitted</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
James C. Dugan	Partner	1994 (NY)	Litigation	\$2,050	1.0	\$2,050.00
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	43.6	\$81,750.00
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	5.4	\$8,775.00
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	0.5	\$937.50
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	7.0	\$13,125.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	26.4	\$54,120.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	51.0	\$70,380.00
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	26.5	\$27,295.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	17.6	\$23,144.00
Ciara A. Sisco	Associate	2018 (NY)	Litigation	\$1,250	2.8	\$3,500.00
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	33.1	\$22,508.00
<b>Total for Attorneys</b>					<b>214.9</b>	<b>\$307,584.50</b>

Paraprofessional / Other Persons	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 ½ years	Business Reorganization & Restructuring	\$540	7.3	\$3,942.00
<b>Total for Paraprofessionals/Others</b>					<b>7.3</b>	<b>\$3,942.00</b>

Total Fees for Fee Period	\$311,526.50
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Less Client Accommodation for Time Entry Review	(\$4,302.00)
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Total Fees Requested for Fee Period	\$307,224.50
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20% Fee Holdback for Fee Period	\$61,444.90
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80% of Total Fees Requested for Fee Period	\$245,779.60
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Expenses for Fee Period	1,345.65
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<b>TOTAL PAYMENT REQUESTED</b>	<b><u>\$247,125.25</u></b>
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**Exhibit C****Summary of Expenses for the Fee Period**

<b>Expense Categories</b>	<b>Amount</b>
Other Out of Town Travel	\$89.78
Data Acquisition (including Legal Research)	\$1,243.44
Other Disbursements	\$12.43
<b>Totals:</b>	<b>\$1,345.65</b>

**Exhibit D**

**Fees and Expenses**

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

Tel: 212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22324518  
Client/Matter No. 132233.00001  
September 19, 2023

## **FOR PROFESSIONAL SERVICES RENDERED**

through August 31, 2023 as set out in the  
attached detail

Assumption and Rejection of Leases and Contracts	\$	962.00
Business Operations	\$	2,908.50
Case Administration	\$	31,499.00
Claims Administration and Objections	\$	57,492.50
Employee Benefits and Pensions	\$	2,045.50
Employment and Fee Applications	\$	7,753.00
Meetings and Communications with Creditors	\$	53,668.00
Plan and Disclosure Statement	\$	87,480.00
Relief from Stay and Adequate Protection	\$	276.00
Hearings	\$	19,760.50
First and Second Day Motions	\$	2,880.00

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Other Motions/Applications	\$	12,481.50
Willkie Fee Statements and Applications	\$	10,571.00
Mediation	\$	17,447.00
Disbursements and Other charges	\$	1,345.65
<b>Total this Invoice</b>	<b>\$</b>	<b><u>308,570.15</u></b>

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### **Assumption and Rejection of Leases and Contracts**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/14/23	CAD	Correspondence w/ J. Brandt, E. Wayne, T. Goren regarding stipulation between Debtors and GEM Mining deeming hosting agreements rejected (.3); review/analyze same (.1).	0.40 \$	552.00
8/16/23	CAD	Review/analyze entered order authorizing Debtors to assume equipment lease agreements as amended.	0.10	138.00
8/16/23	E W	Review/analyze order to assume ACM and other leases.	0.40	272.00
		<b>Sub-Total</b>	<b>0.90</b>	<b>962.00</b>

### **Business Operations**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/2/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 7/28 (.1) and review/analyze same (.1).	0.20 \$	276.00
8/3/23	T G	Review/analyze Ducera liquidity update.	0.30	562.50
8/4/23	CAD	Correspondence w/ internal working group regarding appointment of A. Sullivan as CEO.	0.20	276.00
8/5/23	CAD	Correspondence w/ internal working group regarding M. Levitt resignation letter (.1) and review/analyze same (.1).	0.20	276.00
8/17/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 8/11 (.1) and review/analyze same (.1).	0.20	276.00
8/23/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 8/18/23 (.1) and review/analyze same (.1).	0.20	276.00
8/29/23	CAD	Correspondence w/ S. Sheng (Weil) regarding materials for Debtors' proposed amendment to CFO's employment agreement.	0.10	138.00
8/30/23	CAD	Correspondence w/ K. Patel (Ducera), Weil team regarding proposed amendment to CFO's	0.50	690.00



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		employment agreement and thresholds (.3); correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 8/25 (.1) and review/analyze same (.1).		
8/31/23	CAD	Correspondence w/ S. Sheng (Weil), K. Patel (Ducera) regarding response to inquiry concerning proposed amendment to CFO employment agreement.	0.10	138.00
<b>Sub-Total</b>			<b>2.00</b>	<b>2,908.50</b>

**Case Administration**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/1/23	CAD	Review and revise draft agendas for tomorrow's weekly internal Willkie meeting (2x) (.3) and 8/3 Committee meeting (2x) (.3); various correspondence w/ E. Wayne, J. Burbage regarding same and comments (.4).	1.00	\$	1,380.00
8/1/23	E W	Prepare for 8/2 weekly professionals' meeting and 8/2 weekly committee meeting	0.50		340.00
8/1/23	JHB	Provide comments to draft agenda for Committee meeting.	0.20		263.00
8/1/23	CAD	Correspondence w/ J. Mezzatesta (Weil) regarding Debtors' quarterly report of payments made to ordinary course professionals (.1) and review/analyze same (.1).	0.20		276.00
8/2/23	J H	Weekly call w/ Debtor and UCC advisors re: plan updates and related case matters.	0.50		812.50
8/2/23	CAD	Correspondence w/ A. Ambeault regarding today's professionals' meeting (.1); participate in weekly call w/ Debtors' professionals (matters discussed -- plan/disclosure statement/mediation update; liquidity update) (.5); debrief session w/ internal working group regarding same (.2); participate in weekly Willkie internal meeting (matters discussed -- recap of today's meeting w/ Debtors' professionals; ongoing workstreams/deadlines; agenda for tomorrow's Committee meeting) (.2); correspondence w/ E. Wayne, J. Burbage	1.40		1,932.00

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		regarding revised agenda for tomorrow's Committee meeting (.3); review and revise same (.1).		
8/2/23	E W	Attend weekly professionals meeting re: plan/disclosure statement, mediation, liquidity update.	0.50	340.00
8/2/23	T G	Prepare for (.2) and call w/ Debtors re plan update, exclusivity, liquidity (.5); follow-up discussion w/ Willkie team re: same (.2).	0.90	1,687.50
8/2/23	JHB	Attend weekly update call w/ Debtors' professionals discussing Company's business operations and legal updates (.5); discussion with B. Miller and T. Goren re: next steps (.2); coordinate general unsecured claims detail with E. Wayne (.2).	0.90	1,183.50
8/2/23	JBK	Attend weekly call w/ advisors to Debtor and UCC re: plan, mediation, business update.	0.50	937.50
8/2/23	M M	Participate in call with debtor advisors and UCC advisors re: plan strategy and communications with converts.	0.50	937.50
8/4/23	CAD	Correspondence w/ E. Wayne regarding convert noteholders supplemental Rule 2019 statement (.1) and review/analyze same (.1).	0.20	276.00
8/4/23	E W	Review/analyze ad hoc group of noteholders second supplemental 2019 statement	0.20	136.00
8/8/23	CAD	Review and revise draft agendas for tomorrow's internal weekly Willkie meeting (.3) and 8/10 Committee meeting (2x) (.4); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.3).	1.00	1,380.00
8/8/23	JHB	Provide comments to E. Wayne re: Committee meeting agenda.	0.20	263.00
8/8/23	E W	Prepare for 8/9 weekly professionals' meeting and 8/10 weekly UCC meeting.	0.50	340.00
8/9/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- plan and disclosure statement/mediation update; status of plan counterproposal; motion for summary judgment regarding Sphere claims; liquidity update) (.6); participate in weekly internal Willkie meeting (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting) (.2);	1.20	1,656.00

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		review/analyze current draft of agenda for tomorrow's Committee meeting (.1); correspondence w/ J. Brandt regarding same (.1); correspondence w/ internal working group regarding materials for tomorrow's Committee meeting (.2).		
8/9/23	JHB	Review/analyze Committee meeting agenda and corr. w/ J. Brandt re: same (.1); attend weekly call with Debtors' professionals re: mediation proposals, liquidity updates (.6).	0.70	920.50
8/9/23	J B	Participate in call with UCC professionals and Debtors' professionals re: mediation and plan update.	0.60	618.00
8/15/23	E W	Prepare for 8/16 weekly professionals meeting and 8/17 weekly UCC meeting.	0.50	340.00
8/16/23	J H	Attend call w/ Debtor and UCC professionals re: plan discussions, case matters.	0.30	487.50
8/16/23	JHB	Prepare for (.2) and attend (.3) weekly operations and legal update call with Debtors' professionals re: plan discussions, mediation proposal.	0.50	657.50
8/16/23	CAD	Correspondence w/ E. Wayne, internal working group regarding draft agendas for today's weekly internal meeting (.2) and tomorrow's Committee meeting (.2) and review/analyze same (.2).	0.60	828.00
8/16/23	M M	Prepare for (.1) and participate in (.4) debtor/UCC weekly advisors call re: plan, mediation, liquidity update.	0.50	937.50
8/16/23	E W	Correspondence with A. Gupta (Ducera) (.1) and Committee (.1) re 8/17 weekly UCC meeting; prepare for 8/17 meeting (.1).	0.30	204.00
8/16/23	J B	Participate in meeting with UCC and Debtors advisors re: plan and mediation updates.	0.30	309.00
8/16/23	E W	Review/analyze order extending the deadline to remove civil actions.	0.20	136.00
8/22/23	CAD	Review and revise draft agendas for tomorrow's weekly internal Willkie meeting (.3) and 8/24 Committee meeting (.3); correspondence w/ E. Wayne, J. Burbage regarding same and comments/revisions (.4).	1.00	1,380.00
8/22/23	E W	Prepare for 8/23 weekly professionals meeting and 8/24 weekly UCC meeting.	0.50	340.00

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8/23/23	J H	Attend weekly call w/ Debtors' and UCC professionals re: case matters, plan mediation update.	0.30	487.50
8/23/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- plan/mediation update; proposed Foundry settlement; liquidity update) (.3); participate in weekly internal Willkie meeting (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting) (.2).	0.50	690.00
8/23/23	M M	Prepare for (.2) and participate in (.3) weekly meeting with Debtor's advisors re: mediation, plan negotiations.	0.50	937.50
8/23/23	JHB	Meetings with J. Brandt (.2) and T. Goren (.2) discussing operational and legal update from Debtors' professionals.	0.40	526.00
8/23/23	T G	Call w/ Debtors' professionals re case update (.3); follow-up discussion w/ Ducera (.3) and Willkie team (.4) re same.	1.00	1,875.00
8/23/23	E W	Attend weekly professionals meeting re Foundry settlement (.3); correspondence with C. Damast and J. Burbage re 8/24 weekly UCC meeting (.1); correspondence with A. Gupta (Ducera) re same (.1); correspondence with Committee re same (.1).	0.60	408.00
8/24/23	CAD	Correspondence w/ internal working group regarding today's Committee meeting and logistics.	0.20	276.00
8/28/23	CAD	Correspondence w/ A. Ambeault, J. Burbage regarding status of this week's professionals' calls/meetings.	0.20	276.00
8/29/23	CAD	Review/analyze draft agendas for tomorrow's weekly internal Willkie meeting (.2) and 8/31 Committee meeting (.2) and correspondence w/ E. Wayne, J. Burbage regarding same (.2).	0.60	828.00
8/29/23	E W	Prepare for 8/30 weekly professionals meeting and 8/31 weekly UCC meeting.	0.50	340.00
8/30/23	CAD	Correspondence w/ internal working group regarding today's calls w/ Debtors' and Committee's professionals (.3); correspondence w/ E. Wayne regarding draft agendas for today's calls w/ Committee professionals (.2) and	1.10	1,518.00

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		tomorrow's Committee meeting (.1); participate in weekly call w/ Debtors' professionals (matters discussed -- plan and mediation update; mediator plan proposal regarding convertible notes only; upcoming motions; liquidity update) (.3); correspondence w/ E. Wayne regarding various docket/calendaring matters and updates (.2).		
8/30/23	JHB	Prepare for (.1) and attend (.3) weekly call with Debtors' professionals re: legal and operational updates i/c/w mediation and plan proposals update call with J. Korn (.3).	0.70	920.50
8/30/23	M M	Participate in call with Debtor advisors and UCC advisors re: liquidity update, Judge Isgur proposal for converts.	0.30	562.50
8/30/23	E W	Correspondence with A. Ambeault re cancellation of 8/31 UCC meeting	0.10	68.00
8/30/23	J H	Attend weekly meeting w/ Debtor and UCC professionals re: plan status and other case matters.	0.30	487.50
<b>Sub-Total</b>			<b>23.70</b>	<b>31,499.00</b>

**Claims Administration and Objections**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/1/23	CAD	Correspondence w/ T. Goren, J. Dugan, C. Sisco regarding analysis of pleadings in connection w/ Debtors' motion for summary judgment regarding objection to Sphere claims.	0.60	\$	828.00
8/1/23	T G	Review/analyze Core/Sphere pleadings (.9) and correspondence w/ Willkie litigation team re: same (.3).	1.20		2,250.00
8/1/23	E W	Correspondence with C. Sisco re debtors' motion for summary judgment with respect to sphere proofs of claim.	0.20		136.00
8/1/23	JCD	Review/analyze summary judgment briefs re: Sphere claims (.8); correspondence with Willkie team re: same (.2).	1.00		2,050.00
8/1/23	CAS	Review/analyze pleadings re: Sphere claim/summary judgment (2.1) and draft	2.80		3,500.00

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8/2/23	CAD	analysis re same (.7). Review/analyze Debtors' unsecured and other claims analysis (.2); discuss same and next steps/diligence w/ internal working group (.2); correspondence w/ J. Burbage, E. Wayne regarding same and preparation of claim summaries (.2).	0.60	828.00
8/2/23	T G	Review/analyze Debtors' claims analysis re open material claims (.8) and correspondence w/ Willkie team re: same (.3).	1.10	2,062.50
8/2/23	B M	Review/analyze the Debtors' claims settlements with mechanics lien holders (1.6); prepare memorandum regarding the mechanics lien settlements (.5).	2.10	4,305.00
8/3/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding mechanics' liens settlements.	0.20	276.00
8/3/23	CAD	Correspondence w/ E. Wayne regarding 8/7 hearing on Debtors' motion for summary judgment regarding objection to Sphere claims (.2); correspondence w/ E. Wayne regarding agreed order postponing Debtors' reply in support of motion for summary judgment regarding Celsius claims objection (.1) and review/analyze same (.1).	0.40	552.00
8/3/23	E W	Review/analyze mechanics lien settlement summary and bitmain business plan update (.3); review/analyze proposed Celsius scheduling order (.2); review/analyze debtors' claims estimate (1.0); attend weekly professionals meeting re: unsecured claims (.3).	1.80	1,224.00
8/4/23	E W	Review/analyze proofs of claim of Foundry Digital, Oklahoma Gas, Harlin Dean, Harper Construction, Jobe Ranch Family, Bitrocket, and Harco National Insurance (4.0); draft chart re same (1.1); correspondence with J. Burbage re: same (.1).	5.20	3,536.00
8/7/23	CAD	Correspondence w/ E. Wayne regarding Debtors' mechanics liens settlements spreadsheets (.1) and review/analyze same (.1); correspondence w/ E. Wayne regarding summary of outstanding unsecured claims against the Debtors (.1) and review/analyze same (.3); correspondence w/ J. Burbage, J.	1.00	1,380.00

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		Brandt regarding same (.2); correspondence w/ J. Brandt, internal working group regarding competing Debtors/Sphere scheduling orders regarding claims objection (.2).		
8/7/23	CAD	Correspondence w/ J. Burbage, A. Ambeault regarding today's summary judgment hearing regarding Sphere claims (.2); subsequent correspondence w/ internal working group regarding same (.2).	0.40	552.00
8/7/23	JHB	Correspondence with C. Damast and J. Brandt re: significant claims overview.	0.20	263.00
8/7/23	J B	Review and provide comments to internal summary and analysis of certain unsecured claims	2.10	2,163.00
8/8/23	CAD	Review/revise draft of unsecured claims overview/analysis (.4); correspondence w/ J. Brandt, J. Burbage regarding same (.2).	0.60	828.00
8/8/23	E W	Review/analyze proposed order denying Debtors' Motion for Summary Judgment w/r/t Sphere Proofs of Claim.	0.20	136.00
8/9/23	CAD	Correspondence w/ J. Brandt, internal working group regarding ad hoc noteholder group limited objection to Debtors' motion to approve mechanics lien settlement w/ Huband-Mantor Construction.	0.20	276.00
8/9/23	J B	Review and draft summary of Ad Hoc Group's objection to motion to approve mechanics lien settlements.	0.80	824.00
8/14/23	E W	Review/analyze stipulation with GEM Mining re: claims (.5); correspondence with T. Goren re: same (.1); review/analyze entered order re: same (.2).	0.80	544.00
8/16/23	E W	Review/analyze order approving Condair settlement.	0.20	136.00
8/18/23	E W	Review/analyze certification of counsel for HMC claim settlement (.5) and entered order re same (.2).	0.70	476.00
8/21/23	T G	Review/analyze Foundry settlement (.4) and correspondence w/ Willkie team re: issues with same (.4).	0.80	1,500.00
8/21/23	E W	Review/analyze settlement with Foundry Digital (1.5); correspondence with Willkie team re: same (.5).	2.00	1,360.00



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8/21/23	J B	Review E. Wayne summary re Foundry settlement and revise same (.3); conduct research re: issue on artificial claim allowance (.6) and corr. with internal team re: same (.2).	1.70	1,751.00
8/23/23	CAD	Brief review/analysis of lead plaintiff's preliminary objection to Debtors' preliminary objection to Hoffman proof of claim (.2); correspondence w/ E. Wayne regarding same and summary (.2).	0.40	552.00
8/23/23	T G	Review/analyze Foundry settlement agreement (.7); discussion w/ Willkie team re potential objection to same (.4); review/analyze research re: same (.3).	1.40	2,625.00
8/23/23	J B	Review and provide comments to E. Wayne research summary regarding artificial claim allowance.	1.20	1,236.00
8/25/23	T G	Review/analyze draft Harper claim settlement motion (.7); review/analyze Hoffman response to claim objection (.4).	1.10	2,062.50
8/25/23	E W	Review/analyze Hoffman response to Debtors' objection to his proof of claim (.8); correspondence with Ducera team re: Harper settlement (.1); review/analyze motion to approve Foundry settlement (.5).	1.40	952.00
8/25/23	J B	Draft UCC limited objection to Foundry settlement motion (2.0) and conduct research re: same (1.5).	3.50	3,605.00
8/25/23	CAD	Correspondence w/ E. Wayne regarding same and summary (.2); correspondence w/ E. Wayne regarding M. Hoffman preliminary response to Debtors' preliminary objection to proof of claim (.1) and review/analyze same (.1).	0.20	276.00
8/26/23	J B	Revise UCC limited objection to Foundry settlement motion.	3.70	3,811.00
8/28/23	E W	Review/analyze Weil draft of Harper claim settlement (1.0); correspondence with J. Burbage re: Foundry settlement (.1).	1.10	748.00
8/28/23	J B	Further revise limited objection to Foundry settlement motion (2.4) and corr. with J Burbage re: same (.4).	2.80	2,884.00
8/30/23	CAD	Correspondence w/ internal working group regarding unsecured claims update call w/ Debtors' professionals (.2); review/analyze	0.30	414.00

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8/30/23	E W	entered scheduling order regarding Debtors' objection to Sphere claim (.1). Review/analyze scheduling order for trial re: Sphere proofs of claim (.2); correspondence with C. Damast re: same (.1); review/analyze withdrawal of North Mill motion re: claim (.2).	0.50	340.00
8/31/23	B M	Review and discuss the unsecured claims analysis with the Debtors (.5); prepare memorandum regarding open issues in the claims analysis (.3).	0.80	1,640.00
8/31/23	CAD	Telephone conference w/ Weil/Alix teams, internal working group regarding unsecured claims update and analysis/next steps.	0.60	828.00
8/31/23	JHB	Attend Debtors' presentation on various litigation claims.	0.50	657.50
8/31/23	T G	Call w/ Weil re: claims analysis.	0.60	1,125.00
<b>Sub-Total</b>			<b>49.00</b>	<b>57,492.50</b>

**Employee Benefits and Pensions**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/6/23	M M	Review/analyze Levitt resignation letter.	0.20	\$ 375.00
8/21/23	CAD	Correspondence w/ K. Patel (Ducera) regarding Debtors' proposed supplemental KERP (.1) and review/analyze Ducera summary presentation regarding same (.2).	0.30	414.00
8/29/23	JHB	Correspondence w/ Ducera team re: CFO employment agreement amendment.	0.10	131.50
8/30/23	T G	Review/analyze CFO employment amendment.	0.60	1,125.00
<b>Sub-Total</b>			<b>1.20</b>	<b>2,045.50</b>

**Employment and Fee Applications**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/1/23	T G	Review/analyze ordinary course professionals report.	0.30	\$	562.50
8/2/23	T G	Review/analyze Noteholder professional fee invoice.	0.30		562.50
8/3/23	E W	Review/analyze PJT 6th monthly fee statement.	0.20		136.00
8/3/23	A A	Review/revise Ducera monthly fee statements and second interim fee application.	0.60		324.00
8/17/23	CAD	Correspondence w/ A. Ambeault regarding status of Ducera April-May monthly fee statements.	0.20		276.00
8/17/23	E W	Review/analyze AlixPartners second interim fee application (.5), Weil second interim fee application (.5), Sheef & Stone second interim fee application (.5), and PJT second interim fee application (.5).	2.00		1,360.00
8/18/23	CAD	Correspondence w/ A. Ambeault, J. Brandt regarding Ducera final versions of monthly fee statements and interim fee application (.3) and review/analyze same and final comments (.3).	0.60		828.00
8/21/23	CAD	Correspondence w/ J. Brandt, A. Ambeault regarding revisions to Ducera interim fee application and next steps/service (.3) and review/analyze same (.2).	0.50		690.00
8/21/23	J B	Review and provide comments to Ducera interim fee application	1.40		1,442.00
8/23/23	CAD	Correspondence w/ J. Brandt regarding Deloitte monthly fee statements.	0.10		138.00
8/29/23	CAD	Correspondence w/ A. Ambeault regarding final Ducera April-June monthly fee statements for service (.2) and second interim fee application for filing (.2).	0.40		552.00
8/29/23	A A	Finalize Ducera's 4th, 5th and 6th monthly fee statements (.4); serve same (.1); finalize Ducera's 2nd interim fee application (.3); prepare, file and coordinate service of same (.2).	1.00		540.00
8/29/23	E W	Review/analyze Ducera second fee application (.2) and Willkie second interim fee application (.1).	0.30		204.00
8/30/23	CAD	Correspondence w/ A. Ambeault regarding status of Ducera first interim fee order.	0.10		138.00

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<b>Sub-Total</b>	<b>8.00</b>	<b>7,753.00</b>
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**Meetings and Communications with Creditors**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/2/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals; plan/disclosure statement/mediation issues).	0.50 \$	690.00
8/2/23	M M	Prepare for (.1) and participate in (.5) UCC advisor follow up call re: plan/mediation issues and agenda for UCC call.	0.60	1,125.00
8/2/23	T G	Call w/ Ducera re UCC call topics, plan discussion status (.5); follow-up discussion w/ Willkie team re: same (.3); review/analyze agenda for UCC call (.3).	1.10	2,062.50
8/2/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting regarding open case issues.	1.40	2,870.00
8/2/23	J B	Prepare for (.1) and participate in (.5) meeting with UCC advisors and Debtors advisors regarding mediation update, disclosure statement approval update, and other case updates.	0.60	618.00
8/2/23	J H	Weekly call w/ UCC advisors re: plan updates and UCC meeting (in part).	0.40	650.00
8/2/23	JHB	Attend weekly call w/ Committee professionals re: plan, mediation, business update.	0.50	657.50
8/3/23	CAD	Prepare for (.2) and participate in (.4) weekly Committee meeting (matters discussed -- plan/disclosure statement update; Committee position on exclusivity motion; Ducera update); debrief meeting w/ internal working group regarding same (.1).	0.70	966.00
8/3/23	M M	Prepare for (.1) and participate in (.4) weekly meeting with UCC and professionals re: new debtor plan terms/treatment.	0.50	937.50
8/3/23	T G	Prepare for (.3) and participate on (.4) Committee call re: plan status, Ducera update, exclusivity motion; follow-up discussion w/ B.	1.10	2,062.50

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8/3/23	JHB	Miller and Willkie team re: same (.4). Attend weekly Committee meeting discussing plan/mediation and operational updates (.4); internal meeting with B. Miller and T. Goren re: next steps (.1).	0.50	657.50
8/3/23	B M	Preparation (.4) and attendance at (.4) the UCC meeting to discuss open case issues, including exclusivity, plan negotiations.	0.80	1,640.00
8/3/23	J B	Participate in call with UCC and UCC advisors re: update on mediation and other case updates (in part).	0.30	309.00
8/7/23	CAD	Correspondence w/ J. Brandt, Committee members regarding resignation of M. Levitt as CEO and appointment of A. Sullivan as interim CEO (.2); correspondence w/ J. Burbage, Committee members regarding result of today's hearing on Debtors' motion for summary judgment regarding Sphere claims (.1).	0.30	414.00
8/7/23	J B	Draft summary for UCC members re: resignation of Debtors' CEO.	0.50	515.00
8/9/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals; status of chapter 11 plan and potential counterproposal).	0.20	276.00
8/9/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting regarding open case issues.	1.30	2,665.00
8/9/23	J B	Call with UCC professionals re: plan, mediation, strategy, and other case updates (.2); review/analyze materials i/c/w same (.2).	0.40	412.00
8/9/23	JHB	Attend Committee professionals calls discussing plan/mediation issues.	0.20	263.00
8/10/23	CAD	Prepare for (.2) and participate in (.6) weekly Committee meeting (matters discussed -- plan, disclosure statement, and mediation update and timing; possible Committee plan counterproposal; liquidity update).	0.80	1,104.00
8/10/23	M M	Prepare for (.1) and participate in (.6) weekly call with UCC and advisors re: mediation update, UCC plan proposal, case updates.	0.70	1,312.50
8/10/23	T G	Prepare for (.3) and participate on (.6) Committee call re plan/mediation status; follow-up discussion w/ Willkie team re same	1.60	3,000.00

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		(.4); review/analyze Ducera materials for call (.3).		
8/10/23	B M	Preparation (.1) and attendance at (.6) the UCC meeting to discuss plan/mediation status.	0.70	1,435.00
8/10/23	JHB	Attend weekly Committee call addressing plan/mediation and operational updates (in part).	0.50	657.50
8/10/23	J B	Participate in meeting with UCC and UCC advisors re plan mediation and other case updates.	0.60	618.00
8/10/23	J H	Attend weekly Committee meeting re: plan update/case status.	0.60	975.00
8/16/23	JHB	Review/analyze Ducera materials in advance of Committee meeting.	0.30	394.50
8/16/23	T G	Review/analyze agenda and materials for UCC call.	0.30	562.50
8/16/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting regarding open case issues.	1.20	2,460.00
8/16/23	J B	Call with UCC advisors re: plan, mediation, and other case updates (in part).	0.20	206.00
8/16/23	J H	Participate in UCC professionals meeting re: plan discussions, mediation proposal.	0.20	325.00
8/16/23	JHB	Attend Committee professionals call re: plan discussions, mediation proposal.	0.20	263.00
8/16/23	M M	Call with Willkie/Ducera on mediation strategy (.2); follow up w/ Willkie team re: same (.2).	0.40	750.00
8/16/23	E W	Attend UCC professionals meeting re: claims pool.	0.20	136.00
8/17/23	J H	Attend weekly call w/ Committee re: chapter 11 plan negotiations and case matters (in part).	0.40	650.00
8/17/23	CAD	Correspondence w/ E. Wayne, Committee members regarding agenda and materials for today's Committee meeting (.1) and review/analyze same (.2); correspondence w/ K. Patel (Ducera), J. Burbage regarding materials for today's Committee meeting (.2); correspondence w/ K. Patel (Ducera), Committee members regarding same (.1).	0.60	828.00
8/17/23	JHB	Attend weekly committee call re: plan negotiations, mediation.	0.50	657.50
8/17/23	M M	Participate in weekly call with UCC and advisors re: chapter 11 plan negotiations.	0.50	937.50

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8/17/23	T G	Prepare for (.5) and participate on (.5) Committee call re: status of plan negotiations; review/analyze Ducera materials re: same (.5).	1.50	2,812.50
8/17/23	B M	Preparation (.3) and attendance at (.5) UCC meeting to discuss open case issues, including plan negotiations, mediation.	0.80	1,640.00
8/23/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- plan/mediation update; proposed Foundry settlement issues; recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting).	0.30	414.00
8/23/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting regarding open case issues.	1.20	2,460.00
8/23/23	M M	Participate in weekly call with Ducera and Willkie team re: plan negotiations and UCC call.	0.30	562.50
8/23/23	J B	Prepare for (.2) and meeting with (.3) Committee professionals and Debtors professionals regarding mediation, plan update, and strategy.	0.50	515.00
8/23/23	J H	Meeting w/ UCC professionals re: prep for UCC weekly meeting and plan negotiations.	0.20	325.00
8/24/23	J H	Attend weekly Committee meeting re: plan update, case matters.	0.30	487.50
8/24/23	B M	Preparation (.3) and attendance at (.4) the UCC meeting re: plan/mediation updates.	0.70	1,435.00
8/24/23	CAD	Prepare for (.2) and participate in (.4) weekly Committee meeting (matters discussed -- plan/mediation update; current confirmation timeline; proposed Foundry settlement; liquidity update).	0.60	828.00
8/24/23	JHB	Prepare for (.1) and attend (.4) weekly Committee meeting discussing operational and plan/mediation updates.	0.50	657.50
8/24/23	T G	Prepare for (.3) and participate on (.4) Committee call re: plan status; review/analyze Ducera materials re: same (.2).	0.90	1,687.50
8/29/23	B M	Correspondence with the UCC regarding case updates and next steps in mediation.	0.70	1,435.00
8/30/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of	0.30	414.00



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		today's call w/ Debtors' professionals; plan and mediation update) (.2); correspondence w/ J. Burbage, Committee members regarding update in lieu of tomorrow's Committee meeting (.1).		
8/30/23	M M	Participate in call with UCC advisors re: mediation proposals.	0.20	375.00
8/30/23	JHB	Attend weekly call with Committee professionals re: next steps i/c/w mediation.	0.30	394.50
8/30/23	J H	Attend weekly meeting w/ UCC professionals re: mediation proposals (in part).	0.10	162.50
<b>Sub-Total</b>			<b>31.80</b>	<b>53,668.00</b>

**Plan and Disclosure Statement**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/1/23	CAD	Correspondence w/ internal working group regarding Debtors' ELOC term sheets (.2); correspondence w/ E. Wayne, J. Burbage regarding disclosure statement-related research (.4).	0.60	\$	828.00
8/1/23	E W	Correspondence with C. Damast, J. Burbage, and J. Brandt re: case law re disclosure statement motions.	0.20		136.00
8/1/23	J B	Review and provide comments to E. Wayne research summary re: Disclosure Statement procedural issue research.	0.70		721.00
8/2/23	CAD	Correspondence w/ E. Wayne, internal working group regarding Committee's extended deadline to object to disclosure statement (.2); discuss potential plan issues w/ T. Goren, J. Burbage (.2).	0.40		552.00
8/2/23	E W	Review/analyze letters of intent of equity investment.	1.00		680.00
8/3/23	CAD	Correspondence w/ T. Goren, B. Miller, Weil team regarding status/copy of convertible noteholder plan proposal (.3); review/analyze same (.3); correspondence w/ internal working group regarding same (.2).	0.80		1,104.00
8/3/23	T G	Correspondence w/ Debtors and Paul Hasting re: convert plan proposal (.3); review/analyze	1.30		2,437.50

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		plan proposal from converts (.6); correspondence w/ Ducera and Willkie team re same (.4).		
8/4/23	CAD	Correspondence w/ internal working group regarding status of debtors' proposed amended plan/disclosure statement and next steps.	0.30	414.00
8/4/23	T G	Call w/ B. Miller re: plan/mediation status (.3) and correspondence w/ Willkie team re: same (.3).	0.60	1,125.00
8/4/23	JHB	Review ad hoc group plan proposal to Debtors (.3) and corr. with T. Goren and B. Miller re: same (.1).	0.40	526.00
8/5/23	JHB	Review/analyze revised plan of reorganization (1.4) and draft summary to Willkie team re: same (.7).	2.10	2,761.50
8/6/23	CAD	Correspondence w/ internal working group regarding Debtors' amended chapter 11 plan and disclosure statement and summary (.3); review/analyze same (.3).	0.60	828.00
8/6/23	CAD	Correspondence w/ B. Miller, Committee members regarding status of plan mediation, converts' proposal, and Debtors' proposed amended plan and disclosure statement.	0.20	276.00
8/6/23	M M	Review/analyze revised chapter 11 plan and J. Burbage summary.	1.30	2,437.50
8/7/23	J H	Conf. call w/ Willkie and Ducera re: unsecured creditor plan treatment in latest Debtor plan and next steps.	0.30	487.50
8/7/23	CAD	Review/analyze draft of Debtors' amended chapter 11 plan (1.5); correspondence (.2) and discussion (.4) w/ internal working group, Ducera team regarding Debtors' amended plan and possible Committee counterproposal; correspondence w/ A. Gupta (Ducera), Debtors' professionals regarding plan exhibits diligence request (.2); correspondence w/ A. Crabtree (Weil) regarding further amended draft chapter 11 plan (.1) and review/analyze same (.2); correspondence w/ internal working group regarding same (.2); correspondence w/ A. Gupta (Ducera), T. Goren regarding potential plan counterproposal (.2) and review/analyze same (.2).	3.20	4,416.00

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8/7/23	T G	Review/analyze update drafts of Plan (2.9); call w/ Ducera re: same and potential counter (.6); review/analyze Ducera materials re: potential counter (.4) and correspondence w/ Ducera re: same (.2).	4.10	7,687.50
8/7/23	JHB	Review/analyze Debtors' revised plan (.5) and corr. w/ internal team re: same (.3); call with Ducera and Willkie team re: Committee counterproposal to the Debtors (.4).	1.20	1,578.00
8/7/23	M M	Prepare for (.1) and participate in (.4) call with UCC advisors re: UCC plan proposal.	0.50	937.50
8/7/23	J B	Participate in meeting with UCC advisors regarding plan negotiations and related strategy.	0.30	309.00
8/8/23	CAD	Review/analyze filed versions of Debtors' amended plan (.4) and disclosure statement (.4); discuss same w/ T. Goren (.1); correspondence w/ J. Burbage, Ducera team regarding same (.1); correspondence w/ T. Goren, C. Carlson (Weil) regarding equity raise/rights offering and term sheets (.2); discuss Debtors' plan/convert noteholder professional conversation w/ B. Miller, T. Goren (.3); correspondence w/ J. Burbage, Committee members regarding Debtors' filed amended plan and disclosure statement and summary of key terms (.2); correspondence w/ T. Goren regarding discussion w/ Weil regarding rights offering backstop term sheet (.2); correspondence w/ J. Brandt regarding Barings statement in support of Debtors' exclusivity motion (.2).	2.10	2,898.00
8/8/23	T G	Review/analyze revised disclosure statement (2.2); call w/ convert professionals re plan status (.7); call w/ C. Carlson (Weil) re: equity raise status (.2) and follow-up correspondence w/ Willkie team re: same (.3).	3.40	6,375.00
8/8/23	JHB	Corr. w/ Committee re: revised Plan and Disclosure Statement.	0.90	1,183.50
8/9/23	CAD	Correspondence w/ C. Carlson (Weil) regarding adjournment of disclosure statement hearing and extension of objection deadline (.1); correspondence w/ internal working group regarding same (.1); correspondence w/ K. Patel (Ducera), PJT team regarding Committee plan	0.30	414.00

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		counterproposal (.1).		
8/9/23	JHB	Corr. w/ C. Carlson (Weil) re: disclosure statement hearing adjournment.	0.10	131.50
8/9/23	T G	Call w/ Debtors re Plan discussions update (.6); follow up discussions w/ Willkie team (.4) and Ducera (.3) re same; review/analyze updated Plan (.9) and UCC comments to same (.7).	2.90	5,437.50
8/10/23	CAD	Review/analyze M. Hoffman (lead plaintiff) preliminary objection to Debtors' disclosure statement.	0.40	552.00
8/10/23	B M	Review/analyze the options for a debt instrument for the unsecured creditors (2.3); communications with indenture trustees regarding debt options (1.2); prepare memorandum regarding debt options for unsecured creditors (.6).	4.10	8,405.00
8/10/23	J B	Review and summarize Hoffman plaintiff objection to disclosure statement approval (.4) and draft update re same for internal team (.1).	0.50	515.00
8/11/23	CAD	Correspondence w/ J. Brandt regarding M. Hoffman preliminary objection to Debtors' disclosure statement and summary.	0.20	276.00
8/11/23	T G	Review/analyze Hoffman disclosure statement Objection (.4); review/analyze Plan re: potential changes from UCC (1.2); review/analyze disclosure statement re: open UCC issues (.9).	2.50	4,687.50
8/14/23	T G	Call w/ C. Carlson (Weil) re: plan negotiations (.3) and correspondence w/ Willkie and Ducera re: same (.3).	0.60	1,125.00
8/14/23	E W	Review/analyze notice of rescheduled disclosure statement hearing.	0.20	136.00
8/15/23	B M	Review/analyze the Debtors' plan proposal to the UCC regarding a debt option for unsecured creditors (1.4); communications with Ducera regarding the debt option for unsecured creditors (.8); prepare memorandum regarding the debt option for unsecured creditors (.6).	2.80	5,740.00
8/15/23	T G	Review/analyze plan counter-proposal from Debtors (.3) and correspondence w/ Ducera re: same (.3).	0.60	1,125.00
8/15/23	CAD	Correspondence w/ internal working group, Ducera team regarding status of convertible noteholders' plan proposal status and status of	1.00	1,380.00

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		Debtors' plan counterproposal for Committee (.2); correspondence w/ N. Warier (PJT) regarding Debtors' plan counterproposal to Committee (.1) and review/analyze same (.2); correspondence w/ T. Goren, K. Patel (Ducera) regarding same and summary for Committee (.3); review/analyze same (.2).		
8/15/23	CAD	Correspondence w/ K. Patel (Ducera), Committee members regarding Debtors' plan counterproposal (.1) and review/analyze same (.2).	0.30	414.00
8/15/23	E W	Review/analyze Debtor counterproposal to UCC term sheet.	0.30	204.00
8/16/23	T G	Call w/ Debtors re plan negotiations update (.4) and follow-up call w/ Ducera re: same (.4); review/analyze Ducera analysis of Debtors' plan proposal (.5); correspondence w/ Ducera and Willkie team re: same (.3); review/analyze local rules re: exclusivity bridge orders (.3).	1.90	3,562.50
8/16/23	J B	Conduct research re: issue related to Debtors' exclusivity periods (.4) and corr. with J. Burbage re: same (.1).	0.50	515.00
8/16/23	JHB	Review/analyze J. Brandt research re: exclusivity extension.	0.30	394.50
8/17/23	CAD	Correspondence w/ internal working group regarding Debtors' pending exclusivity extension motion, ad hoc noteholder group objection deadline, and related research.	0.20	276.00
8/17/23	E W	Attend weekly UCC meeting re: Debtors counterproposal to UCC plan term sheet.	0.40	272.00
8/18/23	CAD	Correspondence w/ C. Carlson (Weil) regarding rescheduled disclosure statement hearing (.1); correspondence w/ internal working group regarding same (.1).	0.20	276.00
8/22/23	T G	Review/analyze Plan and disclosure statement re: key remaining issues (1.7); review/analyze GUC treatment term sheets re: same (.4).	2.10	3,937.50
8/22/23	E W	Review/analyze case law re: allowed claims without distributions.	6.30	4,284.00
8/23/23	CAD	Review/analyze letter from CIEMAT in response to disclosure statement hearing notice (.1) and correspondence w/ internal working group regarding same (.1).	0.20	276.00

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8/23/23	E W	Correspondence with J. Brandt re: research re: allowed claims without distribution.	0.20	136.00
8/24/23	CAD	Correspondence w/ A. Verost (Ducera) regarding discussion w/ Moelis and status of plan proposals/counterproposals (.2); review/analyze notice of rescheduled disclosure statement hearing (.1); correspondence w/ internal working group regarding same (.2).	0.50	690.00
8/24/23	E W	Review/analyze notice of rescheduled disclosure statement hearing (.2); correspondence with J. Burbage re same (.1).	0.30	204.00
8/24/23	E W	Attend weekly UCC meeting re plan negotiations (.3); correspondence re same with C. Damast and J. Burbage (.1).	0.40	272.00
8/30/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding disclosure statement objection deadline.	0.10	138.00
8/30/23	T G	Call w/ Debtors' advisors re plan update (.3); and follow-up discussion w/ Willkie team re same (.2).	0.50	937.50
8/30/23	E W	Attend weekly professionals meeting re plan negotiations	0.10	68.00
<b>Sub-Total</b>			<b>57.50</b>	<b>87,480.00</b>

**Relief from Stay and Adequate Protection**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/30/23	CAD	Review/analyze North Mill notice of withdrawal of stay relief motion (.1); correspondence w/ internal working group regarding same (.1).	0.20	\$	276.00
<b>Sub-Total</b>			<b>0.20</b>		<b>276.00</b>

**Hearings**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/7/23	J H	Attend motion to dismiss hearing w/r/t Sphere	1.50	\$	2,437.50

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8/7/23	CAD	claim objection (in part). Participate in virtual hearing to consider Debtors' motion for summary judgment regarding objection to Sphere claims (in part).	1.50	2,070.00
8/7/23	T G	Participate in hearing re: Sphere summary judgment (2.1) and correspondence w/ Willkie team re: same (.5).	2.60	4,875.00
8/7/23	JHB	Attend Sphere 3D Summary Judgement hearing (2.1) and circulate update to Committee thereafter (.1).	2.20	2,893.00
8/7/23	B M	Attend hearing on Motion for Summary Judgment on Sphere 3D's claim.	2.00	4,100.00
8/7/23	E W	Attend hearing re: Debtors' Motion for Summary Judgment re: Sphere Proofs of Claim.	2.10	1,428.00
8/7/23	J B	Attend hearing on motion for summary judgment re: sphere litigation (in part).	1.90	1,957.00
<b>Sub-Total</b>			<b>13.80</b>	<b>19,760.50</b>

**First and Second Day Motions**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/1/23	CAD	Correspondence w/ R. Aurand (Alix) regarding required reporting to Committee under various first day orders (.1); review/analyze same (.3); correspondence w/ J. Burbage, Ducera team regarding same (.1).	0.50	\$	690.00
8/1/23	T G	Review/analyze first day order reporting.	0.80		1,500.00
8/9/23	CAD	Correspondence w/ A. Crabtree (Weil) regarding revision to notice of proposed severance payments pursuant to wages order (.1) and review/analyze same (.1).	0.20		276.00
8/31/23	CAD	Correspondence w/ R. Aurand (Alix) regarding reporting to Committee required under first day orders (.1) and review/analyze same (.2).	0.30		414.00
<b>Sub-Total</b>			<b>1.80</b>		<b>2,880.00</b>

**Other Motions/Applications**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/11/23	CAD	Review/analyze CNO regarding Debtors' motion to approve global settlement w/ Condair (.1); review/analyze CNO regarding Debtors' motion to extend deadline to remove civil actions (.1).	0.20	\$	276.00
8/14/23	T G	Review/analyze GEM claim stipulation (.3) and correspondence w/ Willkie team re: same (.1).	0.40		750.00
8/16/23	JHB	Review/analyze settlement orders and correspondence w/ E. Wayne re: same.	0.10		131.50
8/16/23	CAD	Review/analyze CNOs regarding Debtors' motion to approve global settlement with JW Didado (.1) and Debtors' motion to approve global settlement with Trilogy (.1); review/analyze entered order approving global settlement between Debtors and Condair (.1); review/analyze entered order extending Debtors' deadline to remove civil actions (.1).	0.40		552.00
8/18/23	CAD	Correspondence w/ E. Wayne, internal working group regarding agreed order between Debtors and ad hoc noteholder group resolving objection to Huband-Mantor settlement (.1) and review/analyze same (.2); correspondence w/ J. Goltser (Weil) regarding Debtors' settlement agreement w/ Foundry (.1) and review/analyze same (.4).	0.80		1,104.00
8/18/23	JHB	Corr. w/ Ducera re: Foundry settlement motion.	0.10		131.50
8/21/23	CAD	Correspondence w/ J. Burbage, J. Brandt regarding Debtors' proposed settlement agreement w/ Foundry (and contemplated 9019 motion) (.2); review/analyze same (.3) and summary (.2); correspondence w/ internal working group regarding same and issues (.3); review/analyze Alix claims presentation summary regarding same (.1).	1.10		1,518.00
8/21/23	JHB	Prepare Foundry settlement proposal (.1); review correspondence re: same (.1).	0.20		263.00
8/22/23	CAD	Correspondence w/ internal working group regarding Debtors' proposed settlement w/ Foundry and contemplated Rule 9019 motion	0.40		552.00



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8/23/23	CAD	and needed research. Discuss Debtors' proposed settlement w/ Foundry w/ T. Goren (.1); review/analyze same (.2); correspondence w/ E. Wayne regarding research re: same (.1) and review/analyze research (.2); discuss outline of potential objection/reservation of rights to Foundry settlement motion w/ internal working group (.2).	0.80	1,104.00
8/23/23	JHB	Meetings with J. Brandt (.3) and C. Damast / T. Goren (.2) re: draft objection to Foundry settlement.	0.50	657.50
8/24/23	CAD	Review/analyze Debtors' proposed Foundry settlement and related research.	0.40	552.00
8/24/23	JHB	Review/analyze filed claim settlement motions and corr. w/ E. Wayne re: same.	0.10	131.50
8/25/23	CAD	Correspondence w/ D. Reyes (Weil) regarding draft Debtors' motion to approve Harper Construction settlement (.1); review/analyze same (.3) and settlement agreement (.2); correspondence w/ internal working group, Ducera team regarding same (.2).	1.00	1,380.00
8/26/23	JHB	Correspondence with J. Brandt re: Foundry settlement objection.	0.10	131.50
8/28/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding draft of Committee's limited objection to Debtors' motion to approve Foundry settlement (.1) and brief review/analysis of same (.3); correspondence w/ J. Burbage, E. Wayne regarding same, revisions, research, and next steps (.4); correspondence w/ E. Wayne, internal working group regarding summary of Debtors' proposed settlement w/ Harper Construction (.1) and review/analyze same (.2).	1.10	1,518.00
8/28/23	JHB	Provide initial comments to J. Brandt draft Foundry objection (.8); provide list of next steps to E. Wayne re: same (.2).	1.00	1,315.00
8/29/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding Committee objection to Foundry settlement, status, research, and timing.	0.30	414.00
<b>Sub-Total</b>			<b>9.00</b>	<b>12,481.50</b>

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 Client/Matter No. 132233.00001

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### **Willkie Fee Statements and Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/1/23	CAD	Correspondence w/ A. Ambeault regarding preparation of Willkie June monthly fee statement.	0.20 \$	276.00
8/2/23	CAD	Review and revise draft of Willkie June 2023 monthly fee statement (.5); correspondence w/ A. Ambeault regarding same (.2).	0.70	966.00
8/2/23	T G	Review/analyze Willkie statement for filing.	0.40	750.00
8/9/23	CAD	Discuss preparation of Willkie second interim fee application w/ A. Ambeault.	0.10	138.00
8/21/23	CAD	Correspondence w/ A. Ambeault, J. Brandt regarding draft of Willkie second interim fee application (.3); review/analyze same (.2).	0.50	690.00
8/21/23	A A	Draft Willkie 2nd Interim Fee Application.	1.30	702.00
8/23/23	CAD	Review and revise Willkie second interim fee application (.7); correspondence w/ A. Ambeault, J. Brandt regarding same and comments (.2).	0.90	1,242.00
8/23/23	J B	Review and provide Comments to Willkie interim fee application.	1.40	1,442.00
8/25/23	CAD	Review/analyze draft of Willkie July 2023 monthly fee statement (.4); correspondence w/ A. Ambeault, internal working group regarding same and clearance for service (.3).	0.70	966.00
8/25/23	T G	Review/analyze Willkie 7th monthly fee statement.	0.40	750.00
8/25/23	A A	Draft Willkie July Monthly Fee Statement.	1.10	594.00
8/28/23	CAD	Correspondence w/ A. Ambeault, B. Miller regarding final draft of Willkie second interim fee application (.2) and review/analyze same (.2).	0.40	552.00
8/28/23	T G	Review and revise 2nd interim fee application for filing.	0.60	1,125.00
8/29/23	A A	Review and revise Willkie 2nd interim fee application (.3); prepare, file and coordinate service of same (.4).	0.70	378.00

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**Sub-Total** **9.40** **10,571.00**

### **Mediation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/4/23	CAD	Correspondence w/ C. Carlson (Weil) regarding status of plan mediation (.1); correspondence w/ internal working group regarding same and next steps (.2).	0.30 \$	414.00
8/7/23	B M	Corr. with the Debtors and the Ad Hoc Group regarding the mediation and next steps toward a possible plan settlement (1.3); prepare memorandum regarding the mediation progress (.4).	1.70	3,485.00
8/12/23	CAD	Correspondence w/ C. Carlson (Weil), internal working group regarding continuation of plan mediation to 8/18.	0.20	276.00
8/12/23	T G	Correspondence w/ Weil/Ducera and Willkie team re: mediation status.	0.40	750.00
8/14/23	B M	Correspondence with the UCC regarding the extension of mediation (.4); correspondence regarding the mediation progress and next steps with the UCC proposal made to the Debtors (.7).	1.10	2,255.00
8/14/23	CAD	Correspondence w/ B. Miller, Committee members regarding extension of plan mediation by a week.	0.10	138.00
8/25/23	B M	Correspondence with mediation parties regarding the next steps and possible alternative plan constructs (.7); prepare memorandum regarding mediation discussions (.4).	1.10	2,255.00
8/28/23	CAD	Correspondence w/ B. Miller, Committee members regarding status of plan mediation and extension through 8/31.	0.20	276.00
8/28/23	CAD	Correspondence w/ B. Miller, C. Carlson (Weil) regarding status of plan mediation and extension through 8/31.	0.20	276.00
8/28/23	T G	Correspondence w/ Weil and Willkie team re: mediation status (.3) and call w/ B. Miller re: same (.1).	0.40	750.00

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8/30/23	B M	Corr. with the mediation parties regarding the status of mediation and next steps.	0.80	1,640.00
8/30/23	JHB	Corr. w/ Ducera re: latest mediation proposal received from Weil.	0.10	131.50
8/30/23	JHB	Draft update to Committee re: mediation progress.	0.30	394.50
8/30/23	T G	Review/analyze mediator proposal (.4) and correspondence w/ Ducera re: same (.3).	0.70	1,312.50
8/31/23	B M	Review/analyze the mediator's proposal and possible next steps (.7); prepare memorandum regarding potential plan construction issues (.4).	1.10	2,255.00
8/31/23	CAD	Correspondence w/ C. Carlson (Weil), B. Miller regarding request for consent to extension of mediation through 9/7/23.	0.20	276.00
8/31/23	T G	Correspondence w/ Weil and Willkie team re: mediation extension.	0.30	562.50
<b>Sub-Total</b>			<b>9.20</b>	<b>17,447.00</b>

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>		<b><u>Rate</u></b>		<b><u>Amount</u></b>
DUGAN, JAMES C.	1.00	\$	2,050.00	\$	2,050.00
GOREN, TODD	43.60		1,875.00		81,750.00
HARDY, JENNIFER	5.40		1,625.00		8,775.00
KORN, JEFFREY B.	0.50		1,875.00		937.50
MANSFIELD, MELAINIE	7.00		1,875.00		13,125.00
MILLER, BRETT	26.40		2,050.00		54,120.00
DAMAST, CRAIG A.	48.90		1,380.00		67,482.00
BRANDT, JOSEPH	26.50		1,030.00		27,295.00
BURBAGE, JAMES H.	17.60		1,315.00		23,144.00
SISCO, CIARA ANN	2.80		1,250.00		3,500.00
WAYNE, ELIZABETH	33.10		680.00		22,508.00
AMBEAULT, ALISON	4.70		540.00		2,538.00

**Professional Fees**

\$ 307,224.50

**Disbursements and Other Charges**

Other Out of Town Travel	\$ 89.78
Data Acquisition	1,243.44
Other Disbursements	<u>12.43</u>

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Client/Matter No. 132233.00001

<b>Disbursements and Other Charges</b>	<u>1,345.65</u>
<b>Total this Invoice</b>	<u>\$ 308,570.15</u>

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22324518  
Client/Matter No. 132233.00001  
September 19, 2023

### Remit To:

Willkie Farr & Gallagher LLP  
787 Seventh Avenue, 37th Floor  
New York, NY 10019-6099  
Attention: Accounts Receivable

### FOR PROFESSIONAL SERVICES RENDERED

through August 31, 2023 as set forth in the  
attached detail

Assumption and Rejection of Leases and Contracts	\$	962.00
Business Operations	\$	2,908.50
Case Administration	\$	31,499.00
Claims Administration and Objections	\$	57,492.50
Employee Benefits and Pensions	\$	2,045.50
Employment and Fee Applications	\$	7,753.00

## PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N A

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

Meetings and Communications with Creditors	\$	53,668.00
Plan and Disclosure Statement	\$	87,480.00
Relief from Stay and Adequate Protection	\$	276.00
Hearings	\$	19,760.50
First and Second Day Motions	\$	2,880.00
Other Motions/Applications	\$	12,481.50
Willkie Fee Statements and Applications	\$	10,571.00
Mediation	\$	17,447.00
Disbursements and Other charges	\$	1,345.65
<b>Total this Invoice</b>	<b>\$</b>	<b><u>308,570.15</u></b>

## PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N A

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data

**Exhibit C**

**Ninth Monthly Fee Statement  
for the Period from September 1, 2023 through September 30, 2023**



Objection Deadline: November 9, 2023

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
CORE SCIENTIFIC, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 22-90341 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S  
NINTH MONTHLY FEE STATEMENT FOR COMPENSATION OF  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD SEPTEMBER 1, 2023 THROUGH SEPTEMBER 30, 2023**

<b>Name of Applicant:</b>	Willkie Farr & Gallagher LLP	
<b>Applicant's Role in Case:</b>	Counsel for the Official Committee of Unsecured Creditors	
<b>Date Retention Order Signed:</b>	March 10, 2023 [Docket No. 664]	
	<b>Beginning of Period:</b>	<b>End of Period:</b>
<b>Time Period Covered by this Statement:</b>	September 1, 2023	September 30, 2023
<b>Summary of Total Fees and Expenses Requested</b>		
<b>Total Fees Requested in this Statement:</b>	\$189,384.40 (80% of \$236,730.50 <sup>2</sup> )	
<b>Total Expenses Requested in this Statement:</b>	\$351.37	

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> This amount reflects a \$1,656.00 reduction for time entry review.

<b>Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):</b>	\$189,735.77
<b>Summary of Attorney Fees Incurred</b>	
<b>Total Attorney Fees Incurred in this Statement:</b>	\$237,846.50
<b>Total Actual Attorney Hours Covered by this Statement:</b>	165.6
<b>Average Hourly Rate for Attorneys:</b>	\$1,436.27
<b>Summary of Paraprofessional and Other Fees Incurred</b>	
<b>Total Paraprofessional and Other Fees Incurred in this Statement:</b>	\$540.00
<b>Total Actual Paraprofessional and Other Hours Covered by this Statement:</b>	1.0
<b>Average Hourly Rate for Paraprofessionals and Others:</b>	\$540.00

**In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.**

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Ninth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from September 1, 2023 through September 30, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$189,384.40 (80% of \$236,730.50) as compensation for professional services rendered to the Committee during the period from September 1, 2023 through September 30, 2023 (the “Fee Period”) and \$351.37 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$189,735.77.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$236,730.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$189,384.40).
- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and

paraprofessionals of Willkie have expended a total of 166.6 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; j Burbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Statement"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Clifford Carlson, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and clifford.carlson@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and
- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection

on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$189,735.77, consisting of (a) \$189,384.40, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$351.37 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas  
October 26, 2023

Respectfully Submitted,

**WILLKIE FARR & GALLAGHER LLP**

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

600 Travis Street

Houston, Texas 77002

Telephone: 713-510-1700

Facsimile: 713-510-1799

Email: jhardy2@willkie.com

**AND**

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

James H. Burbage (admitted *pro hac vice*)

787 Seventh Avenue

New York, New York 10019

Telephone: 212-728-8000

Facsimile: 212-728-8111

Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

*Counsel for the Official Committee of Unsecured Creditors*

**CERTIFICATE OF SERVICE**

I hereby certify that on October 26, 2023, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

**Exhibit A****Summary of Legal Fees for the Fee Period**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
003	Assumption and Rejection of Leases and Contract	3.4	\$4,027.00
007	Case Administration	31.8	\$43,239.00
008	Claims Administration and Objections	19.5	\$24,415.50
011	Employment and Fee Applications	3.7	\$4,683.50
013	Financing and Cash Collateral	0.2	\$276.00
015	Meetings and Communications with Committee	29.9	\$48,013.50
017	Plan and Disclosure Statement	64.3	\$95,207.50
023	Discovery	2.1	\$1,708.00
024	Hearings	1.2	\$816.00
027	Lien Investigation	0.7	\$920.50
029	Other Motions/Applications	2.7	\$3,604.00
032	Willkie Fee Statements and Applications	1.2	\$1,404.00
034	Mediation	4.7	\$8,416.00
036	Time Entry Review	1.2	\$1,656.00
<b>Total Requested</b>		<b>166.6</b>	<b>\$238,386.50</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>			<b>(\$1,656.00)</b>
<b>Total Requested</b>		<b>166.6</b>	<b>\$236,730.50</b>



**Exhibit B****Summary of Hours Billed by Willkie Attorneys and  
Paraprofessionals/Others for the Fee Period**

<b>Professional Person</b>	<b>Position</b>	<b>Year Admitted</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	36.2	\$67,875.00
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	4.5	\$7,312.50
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	5.2	\$9,750.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	24.5	\$50,225.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	34.0	\$46,920.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315	0.2	\$263.00
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	14.8	\$15,244.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	12.6	\$16,569.00
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	32.4	\$22,032.00
<b>Total for Attorneys</b>					<b>164.4</b>	<b>\$236,190.50</b>

<b>Paraprofessional / Other Persons</b>	<b>Position with the Applicant</b>	<b>Number of Years at Applicant</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Alison Ambeault	Director, Practice Support	17 ½ years	Business Reorganization & Restructuring	\$540	1.0	\$540.00
<b>Total for Paraprofessionals/Others</b>					<b>1.0</b>	<b>\$540.00</b>

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Total Fees for Fee Period	\$238,386.50
Less Client Accommodation for Time Entry Review	(\$1,656.00)
Total Fees Requested for Fee Period	\$236,730.50
20% Fee Holdback for Fee Period	\$ 47,346.10
80% of Total Fees Requested for Fee Period	\$189,384.40
Expenses for Fee Period	\$351.37
TOTAL PAYMENT REQUESTED	<u>\$189,735.77</u>

**Exhibit C**

**Summary of Expenses for the Fee Period**

<b>Expense Categories</b>	<b>Amount</b>
Data Acquisition (including Legal Research)	\$351.37
<b>Totals:</b>	<b>\$351.37</b>

**Exhibit D**

**Fees and Expenses**

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

Tel: 212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22327626  
Client/Matter No. 132233.00001  
October 20, 2023

## **FOR PROFESSIONAL SERVICES RENDERED**

through September 30, 2023 as set out in the  
attached detail

Business Operations	\$	4,027.00
Case Administration	\$	43,239.00
Claims Administration and Objections	\$	24,415.50
Employment and Fee Applications	\$	4,683.50
Financing and Cash Collateral	\$	276.00
Meetings and Communications with Creditors	\$	48,013.50
Plan and Disclosure Statement	\$	95,207.50
Discovery	\$	1,708.00
Hearings	\$	816.00
Lien Investigation	\$	920.50
Other Motions/Applications	\$	3,604.00
Willkie Fee Statements and Applications	\$	1,404.00

CHAPTER 11 CASES

Page 2

Invoice No. 22327626

Client/Matter No. 132233.00001

Mediation	\$	8,416.00
<b>Disbursements and Other Charges</b>	\$	351.37
<b>Total this Invoice</b>	\$	<u>237,081.87</u>

CHAPTER 11 CASES  
 Invoice No. 22327626  
 Client/Matter No. 132233.00001

Page 3

### **Business Operations**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
9/2/23	CAD	Correspondence w/ K. Patel (Ducera), S. Sheng (Weil) regarding proposed amended CFO employment agreement and thresholds.	0.10	\$ 138.00
9/6/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 9/1/23 (.1) and review/analyze same (.1).	0.20	276.00
9/9/23	E W	Review/analyze KERP motion (.2) and motion to enter into amended CFO employment agreement (.2).	0.40	272.00
9/11/23	CAD	Correspondence w/ S. Sheng (Weil) regarding Debtors' motion to approve supplemental KERP (.1); review/analyze same (.2).	0.30	414.00
9/13/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 9/8/23.	0.10	138.00
9/19/23	CAD	Correspondence w/ J. Mezzatesta (Weil) regarding Debtors' draft motion to approve entry into Cottonwood II lease (.1); review/analyze same (.3); correspondence w/ internal working group regarding same and summary (.1).	0.50	690.00
9/19/23	J B	Draft summary for internal team regarding Debtors' motion to enter into cottonwood 2 lease agreement.	0.50	515.00
9/20/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 9/15 (.1) and review/analyze same (.1).	0.20	276.00
9/20/23	CAD	Correspondence w/ J. Brandt, Ducera team regarding Debtors' draft motion to enter into Cottonwood II lease agreement.	0.20	276.00
9/22/23	CAD	Review/analyze press release regarding Bitmain investment in Core (.1); correspondence w/ internal working group regarding same (.1).	0.20	276.00
9/24/23	CAD	Correspondence w/ E. Wayne regarding filing of Debtors' motion to enter into Cottonwood II lease and objection deadline.	0.20	276.00
9/24/23	E W	Review/analyze motion to enter into Cottonwood II lease.	0.30	204.00
9/27/23	CAD	Correspondence w/ J. Shen (Alix) regarding	0.20	276.00

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Debtors' weekly variance report through  
9/22/23 (.1); review/analyze same (.1).

**Sub-Total** **3.40** **4,027.00**

**Case Administration**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
9/5/23	CAD	Correspondence w/ internal working group regarding draft agendas for 9/6 weekly internal Willkie meeting and 9/7 Committee meeting (.3); review and revise draft agendas for 9/6 weekly internal Willkie meeting (.2) and 9/7 Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments (.2).	0.90	\$ 1,242.00
9/5/23	JHB	Review/analyze E. Wayne internal / committee meeting agenda and provide comments.	0.20	263.00
9/5/23	E W	Prepare for 9/6 weekly professionals meeting and 9/7 weekly Committee meeting.	0.50	340.00
9/5/23	J B	Participate in meeting with J. Burbage and E. Wayne re: forthcoming UCC draft pleadings.	0.60	618.00
9/6/23	J H	Zoom mtg. w/ Debtor & UCC professionals re: plan negotiations (.5); follow-up Zoom mtg. w/ UCC professionals re: same (.1).	0.60	975.00
9/6/23	CAD	Participate in weekly call w/ Debtors' professionals re: plan negotiations (.5); participate in weekly internal Willkie meeting re: same (.2).	0.70	966.00
9/6/23	T G	Call w/ Debtors' professionals re plan negotiations update (.5) and follow-up discussions w/ Willkie team re: same (.3).	0.80	1,500.00
9/6/23	T G	Call w/ Ducera re plan status, UCC call topics (.2); review and revise agenda for UCC call (.2).	0.40	750.00
9/6/23	JHB	Attend weekly call with Debtors' professionals re: plan negotiation updates (.5); attend follow up call among Committee professionals re: same (.4).	0.90	1,183.50
9/6/23	E W	Prepare for 9/7 weekly Committee meeting (.3); correspondence with A. Gupta (Ducera) re: same (.1); attend Willkie team meeting re: same	1.10	748.00



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		(.2); correspondence with Committee re: same (.1); attend weekly call with debtors' professionals in part re: exclusivity (.2); attend weekly Committee professionals call (in part) re: plan negotiation updates (.2).		
9/6/23	B M	Preparation and attendance for the meeting with the Debtors' professionals re: plan negotiation update.	0.70	1,435.00
9/6/23	J B	Participate in meeting with Committee and Debtors' advisors re: plan negotiations.	0.50	515.00
9/12/23	CAD	Review and revise draft agendas for 9/13 internal Willkie weekly meeting (.2) and 9/14 Committee meeting (2x) (.3); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.3).	0.80	1,104.00
9/12/23	E W	Prepare for 9/13 weekly professionals meeting and 9/14 weekly committee meeting (.7); review and analyze notice of rescheduled disclosure statement hearing (.2).	0.90	612.00
9/13/23	CAD	Participate in weekly call w/ Debtors' professionals re: plan negotiations update (.5); participate in weekly Willkie internal meeting re: same (.1); correspondence w/ internal working group regarding calendar/docket updates (.2); correspondence w/ E. Wayne regarding revisions to agenda for 9/14 Committee meeting (.2).	1.00	1,380.00
9/13/23	J H	Attend Weekly Zoom mtg. w/ UCC & Debtors' professionals re: plan negotiation update status (.5); follow-up Zoom mtg. w/ Debtors' professionals re: same (.1) preparation for UCC mtg. (.2).	0.80	1,300.00
9/13/23	T G	Prepare for (.1) and attend call w/ Debtors' advisors re: plan negotiations (.5) and follow-up discussion w/ Willkie team re: same (.3).	0.90	1,687.50
9/13/23	T G	Review/analyze agenda for UCC call.	0.20	375.00
9/13/23	B M	Preparation and attendance for the meeting with the Debtors' professionals re: plan negotiations.	0.80	1,640.00
9/13/23	JHB	Attend weekly Debtors' professional meeting re: plan negotiation updates (.5); attend weekly Committee professionals call re: same (.3).	0.80	1,052.00
9/13/23	E W	Correspondence with C. Damast re 9/14 weekly	0.40	272.00

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		committee meeting (.2); correspondence with A. Gupta (Ducera) re same (.1); correspondence with committee re same (.1).		
9/13/23	E W	Attend weekly Debtors' professionals meeting re: plan negotiations.	0.40	272.00
9/13/23	J B	Participate in call with Debtors' professionals and Committee professionals re: plan negotiations and counter proposal.	0.80	824.00
9/19/23	E W	Prepare for 9/20 weekly professionals meeting and 9/21 weekly committee meeting.	0.50	340.00
9/20/23	CAD	Review/revise draft agenda for today's weekly internal Willkie meeting (2x) (.3); correspondence w/ E. Wayne regarding same and comments (.3); review and revise draft agenda for 9/21 weekly Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments (.2); participate in weekly call w/ Debtors' professionals re: plan negotiation updates (.5); participate in weekly internal Willkie meeting re: same (.2).	1.70	2,346.00
9/20/23	J H	Attend weekly Zoom conf. call w/ Debtor & UCC professionals re: plan negotiation updates (.5); follow-up Zoom mtg. w/ Debtor professionals re: same (.2).	0.70	1,137.50
9/20/23	T G	Prepare for (.1) and attend call w/ Debtors' professionals re: plan update (.5) and follow-up discussions w/ Willkie team re: same (.3).	0.90	1,687.50
9/20/23	T G	Call w/ Ducera re plan status, UCC call topics, etc. (.4); review and revise agenda for UCC call (.2); review/analyze meeting materials for distribution to UCC (.2).	0.80	1,500.00
9/20/23	B M	Preparation (.1) and attendance (.5) for the meeting with the Debtors' professionals re: plan negotiations.	0.60	1,230.00
9/20/23	M M	Prepare for (.2) and participate in follow up call with UCC advisors re: same (.3).	0.50	937.50
9/20/23	E W	Correspondence re: Willkie team re: 9/21 committee meeting (.5); draft summary of recently filed pleadings for committee (1.0); correspondence with committee re: 9/21 meeting (.1).	1.60	1,088.00
9/20/23	J B	Participate in call with Committee professionals and Debtors professionals regarding plan	0.80	824.00

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		negotiations.		
9/22/23	J B	Review and provide comments to Weil markup of bylaws confidentiality provisions.	0.50	515.00
9/26/23	E W	Prepare for 9/27 weekly professionals meeting and 9/28 weekly committee meeting (.5); review/analyze notice of rescheduled disclosure statement hearing (.2); correspondence with Ducera team and committee re same (.1).	0.80	544.00
9/27/23	J H	Attend Zoom mtg. w/ Debtors' & UCC's professionals re: plan negotiations (.4); follow-up Zoom mtg. w/ UCC professionals re: same (.4).	0.80	1,300.00
9/27/23	B M	Preparation (.1) and attendance (.4) for the meeting with the Debtors' professionals re: plan negotiations.	0.50	1,025.00
9/27/23	CAD	Review and revise draft agendas for 9/27 weekly internal Willkie meeting (.2) and 9/28 Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments (.2); prepare for (.10) and attend in weekly call w/ Debtors' professionals (.4); participate in weekly internal Willkie meeting re: same (.1); correspondence w/ A. Ambeault regarding updated calendar/docketing matters (.2).	1.40	1,932.00
9/27/23	T G	Call w/ Ducera re plan status, UCC call topics, etc. (.3); review and revise agenda for UCC call (.2).	0.50	937.50
9/27/23	T G	Call w/ Debtors' professionals re: plan negotiation status, upcoming motions (.4) and follow-up discussions w/ Willkie team re: same (.3).	0.70	1,312.50
9/27/23	JHB	Prepare for (.2) and attend (.4) weekly call with Debtors' professionals re: plan negotiations; attend weekly call with Committee professionals re: same (.2).	0.80	1,052.00
9/27/23	E W	Correspondence with C. Damast and A. Gupta (Ducera) re 9/28 weekly committee meeting (0.3); correspondence with committee re same (.1).	0.40	272.00
9/27/23	E W	Attend weekly Debtors' professionals meeting re: plan negotiations.	0.20	136.00
9/27/23	J B	Call with UCC and Debtors professionals (.4) and follow up call with UCC professionals (.2)	0.60	618.00

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9/27/23	M M	regarding plan negotiations. Participate in call with debtor and UCC advisors re: status of mediation, plan and timing.	0.70	1,312.50
9/28/23	CAD	Correspondence w/ A. Ambeault regarding updated calendar dates and deadlines.	0.10	138.00
<b>Sub-Total</b>			<b>31.80</b>	<b>43,239.00</b>

**Claims Administration and Objections**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/1/23	E W	Review/analyze filed Harper settlement motion.	0.20 \$	136.00
9/5/23	JHB	Meeting with J. Brandt and E. Wayne re: Foundry settlement response.	0.40	526.00
9/5/23	E W	Review and analyze case law re: denial of claim settlement motions (3.5); meet with J. Burbage and J. Brandt re: same (.7).	4.20	2,856.00
9/6/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding GEM Mining's response to Debtors' objection to claim (.1) and review/analyze same (.2).	0.30	414.00
9/6/23	E W	Review/analyze GEM Mining response to Debtors' objection to their proofs of claim.	0.70	476.00
9/7/23	CAD	Correspondence w/ internal working group regarding Debtors' motion to approve settlement w/ Harper Construction regarding mechanics' liens.	0.20	276.00
9/7/23	JHB	Correspondence with J. Brandt and E. Wayne re: Harper Settlement.	0.20	263.00
9/7/23	T G	Review/analyze potential Foundry settlement objection with Willkie team.	0.60	1,125.00
9/7/23	E W	Correspondence with Ducera team re: Harper settlement.	0.10	68.00
9/11/23	CAD	Correspondence w/ J. Burbage, J. Brandt regarding status of Committee's objection to Debtors' motion to approve Foundry settlement (.2) and status of discussions w/ Weil regarding possible settlement thereof (.2); correspondence w/ K. Patel (Ducera) regarding Debtors'	0.50	690.00

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		proposed settlement w/ Harper Construction (.1).		
9/11/23	MDA	Correspondence with Willkie Core Scientific working group re: convertible noteholders mediation, Harper settlement.	0.20	263.00
9/11/23	JHB	Call with C. Carlson (Weil) re: Foundry settlement.	0.30	394.50
9/11/23	J B	Draft and revise Committee limited objection to Foundry settlement approval motion.	0.30	309.00
9/12/23	CAD	Discuss status of Debtors' proposed settlement w/ Foundry w/ T. Goren, J. Burbage (.1); correspondence w/ C. Carlson (Weil) regarding same and possible settlement (.1); discuss same w/ internal working group (.1).	0.30	414.00
9/12/23	T G	Correspondence w/ Weil and team re: status of Foundry settlement.	0.30	562.50
9/12/23	B M	Review and comment on the memorandum regarding settlements with mechanics lien holders (.7); review and comment on the Sphere 3D pleadings (.4).	1.10	2,255.00
9/12/23	JHB	Draft correspondence to C. Carlson (Weil) re: Foundry settlement.	0.20	263.00
9/13/23	T G	Review and analyze cross motions re: Sphere claim objection.	0.70	1,312.50
9/14/23	CAD	Correspondence w/ E. Wayne regarding summary of Sphere emergency motion to compel discovery and Debtors' opposition and cross-motion (.1) and review/analyze same (.1); correspondence w/ S. Sheng (Weil) regarding draft of Debtors' emergency motion to enter into insurance premium financing agreement for renewed insurance policies (.1) and review/analyze same (.2); correspondence w/ E. Wayne regarding same (.1); correspondence w/ J. Burbage, C. Carlson (Weil) regarding Foundry motion settlement status (.2); correspondence w/ internal working group regarding lead plaintiff's motion for class treatment under Bankruptcy Rules for class proof of claim and related relief (.2); correspondence w/ E. Wayne regarding summary of same (.1); review/analyze same (.1).	1.20	1,656.00

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9/14/23	JHB	Correspondence w/ C. Carlson (Weil) re: Foundry settlement.	0.20	263.00
9/14/23	E W	Review/analyze securities class action plaintiffs' motion for class treatment.	0.50	340.00
9/15/23	T G	Review/analyze Celsius settlement motion.	0.80	1,500.00
9/15/23	JHB	Correspondence with J. Brandt re: Celsius settlement motion.	0.10	131.50
9/15/23	E W	Review/analyze Celsius settlement motion.	1.00	680.00
9/19/23	E W	Review/analyze objection to Harlin Dean proofs of claim.	0.50	340.00
9/20/23	CAD	Correspondence w/ E. Wayne regarding Debtors' objection to Harlin Dean claims (.1); review/analyze same (.1) and summary (.1).	0.30	414.00
9/20/23	T G	Review and analyze Celsius settlement motion.	0.40	750.00
9/20/23	T G	Review and analyze objection to Dean claim (.4); review and analyze Hoffman motion for class treatment (.3).	0.70	1,312.50
9/20/23	CAD	Review and revise summaries of Celsius settlement motion; Hoffman motion for class certification, and Debtors' objection to Harlin Dean claim (.4); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.3).	0.70	966.00
9/22/23	B M	Review/analyze the open claims report and potential settlements.	0.40	820.00
9/25/23	CAD	Correspondence w/ J. Brandt regarding Core reservation of rights filed in Celsius bankruptcy case regarding Celsius settlement motion (.1) and review/analyze same (.1).	0.20	276.00
9/25/23	T G	Review/analyze Celsius reservation of rights re: claims settlement.	0.20	375.00
9/26/23	T G	Review/analyze GUC claims analysis (.3) and correspondence w/ Ducera re: same (.1).	0.40	750.00
9/26/23	E W	Review/analyze entered agreed order extending deadline to file a reply in support of Celsius proofs of claim objection.	0.20	136.00
9/27/23	CAD	Correspondence w/ S. Lancaster (Ducera) regarding general unsecured claims analysis presentation (.1) and review/analyze same (.2).	0.30	414.00
9/27/23	E W	Review/analyze third order re: reply in support of motion for summary judgment re: Celsius	0.20	136.00

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9/28/23	CAD	proofs of claim. Correspondence w/ K. Patel (Ducera), J. Brookner (Gray Reed) regarding summary of B. Riley claims treatment (.2); review/analyze same (.2).	0.40	552.00
<b>Sub-Total</b>			<b>19.50</b>	<b>24,415.50</b>

**Employment and Fee Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
9/1/23	CAD	Discuss Ducera second interim fee application and US Trustee request for Excel files (.1); correspondence w/ Ducera team regarding same (.3).	0.40	\$ 552.00
9/1/23	E W	Review/analyze Vinson & Elkins June fee statement (.2) and FTI June fee statement (.2).	0.40	272.00
9/12/23	CAD	Correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding order granting first interim fee application.	0.20	276.00
9/14/23	CAD	Review and revise supplemental B. Miller declaration in support of Willkie retention application (.2); correspondence w/ A. Ambeault regarding same (.1).	0.30	414.00
9/14/23	T G	Review and revise supplemental Willkie declaration (.3) and correspondence w/ P. Trompeter (Sphere) and team re: same (.3).	0.60	1,125.00
9/14/23	A A	Draft Miller Supplemental Declaration in Support of Willkie's Retention.	0.40	216.00
9/18/23	CAD	Correspondence w/ internal working group regarding status/clearance of B. Miller supplemental declaration in connection w/ Willkie retention application.	0.20	276.00
9/18/23	T G	Correspondence w/ P. Trompeter (Sphere) and team re: supplemental Willkie retention declaration.	0.30	562.50
9/21/23	CAD	Review/revise CNO regarding Ducera second interim fee application (.2); correspondence w/ A. Ambeault regarding same (.1).	0.30	414.00
9/21/23	A A	Draft CNO for Ducera 2nd interim fee application.	0.30	162.00

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9/26/23	CAD	Correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding no objections to Ducera second interim fee application (.2); correspondence w/ internal working group regarding CNOs for Committee' professionals second interim fee applications (.1).	0.30	414.00
<b>Sub-Total</b>			<b>3.70</b>	<b>4,683.50</b>

**Financing and Cash Collateral**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/7/23	CAD	Correspondence w/ J. Shen (Alix) regarding updated DIP budget (.1) and review/analyze same (.1).	0.20 \$	276.00
<b>Sub-Total</b>			<b>0.20</b>	<b>276.00</b>

**Meetings and Communications with Creditors**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/1/23	CAD	Correspondence w/ B. Miller, Committee members regarding extension of mediation through 9/7 and 9/15 disclosure statement hearing.	0.20 \$	276.00
9/6/23	CAD	Participate in weekly Committee professionals' call re: plan negotiations and counter proposal.	0.20	276.00
9/6/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting to discuss open case issues.	1.30	2,665.00
9/6/23	J B	Participate in meeting with UCC professionals re: plan negotiations.	0.30	309.00
9/7/23	CAD	Prepare for (.2) and participate in (.4) weekly Committee meeting re: plan negotiations and counter proposal.	0.60	828.00
9/7/23	JHB	Prepare (.2) for and attend (.5) weekly committee meeting re: plan negotiations and counter proposal.	0.70	920.50
9/7/23	T G	Prepare for (.5) and participate on (.5)	1.60	3,000.00



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		Committee call re: plan negotiations and counter proposal; review/analyze Ducera materials for call (.2); follow-up discussions w/ Willkie team re: same (.4).		
9/7/23	M M	Participate in call with UCC and advisors re: plan negotiation updates.	0.50	937.50
9/7/23	B M	Preparation and attendance at the UCC meeting re: plan negotiations and counter proposal.	0.80	1,640.00
9/7/23	J B	Participate in meeting with Committee and Committee advisors regarding plan negotiation updates and counter proposal.	0.50	515.00
9/7/23	E W	Attend weekly Committee meeting re: plan negotiations.	0.40	272.00
9/11/23	CAD	Correspondence w/ T. Goren, Committee members regarding update on extension of plan mediation and plan discussions between Debtors and convertible noteholders.	0.10	138.00
9/11/23	T G	Correspondence w/ Committee re plan negotiation update.	0.40	750.00
9/13/23	CAD	Participate in weekly Committee professionals call re: plan negotiations and counter proposal.	0.30	414.00
9/13/23	T G	Call w/ UCC professionals re: plan negotiations and counter proposal.	0.50	937.50
9/14/23	J H	Attend weekly Zoom UCC mtg. re: plan negotiations and counter proposal.	1.00	1,625.00
9/14/23	B M	Preparation (.3) and attendance (1.0) at the UCC meeting re: plan negotiations and counter proposal.	1.30	2,665.00
9/14/23	CAD	Prepare for (.2) and participate in (1.0) weekly Committee meeting re: plan negotiations and counter proposal; debrief meeting w/ internal working group regarding same (.2).	1.40	1,932.00
9/14/23	T G	Prepare for (.2) and participate on (1.0) Committee call re: plan negotiations; review/analyze Ducera materials for call (.3); follow-up discussions w/ Willkie team (.4) and Ducera (.2) re: plan proposal.	2.10	3,937.50
9/14/23	JHB	Prepare for (.1) and attend (.9) weekly committee meeting re: plan negotiations and counter proposal.	1.00	1,315.00
9/14/23	M M	Participate in weekly call with UCC and its advisors re: plan negotiation updates.	1.00	1,875.00
9/14/23	E W	Attend weekly committee meeting re: plan	1.00	680.00

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		negotiations.		
9/14/23	J B	Participate in meeting with Committee and Committee advisors regarding plan negotiations and counter proposal.	1.00	1,030.00
9/19/23	CAD	Correspondence w/ T. Goren, Committee members regarding tentative plan agreement between Debtors and convertible noteholders (.1); correspondence w/ J. Brandt, Committee members regarding joint notice of mediated settlement (.1).	0.20	276.00
9/20/23	CAD	Participate in weekly call w/ Committee professionals re: plan negotiations.	0.30	414.00
9/20/23	M M	Participate in weekly call with Debtor's advisors and UCC advisors re: plan updates.	0.50	937.50
9/21/23	CAD	Prepare for (.2) and participate in (.9) weekly Committee meeting re: plan negotiations; debrief meeting w/ internal working group regarding same and updating plan issues list (.2); correspondence w/ Committee members, internal working group regarding chapter 11 plan distribution issues (.2).	1.50	2,070.00
9/21/23	T G	Prepare for (.3) and participate on (.9) Committee call re: plan negotiations; review/analyze Ducera materials for call (.4); correspondence w/ UCC members re: plan treatment (.3).	1.90	3,562.50
9/21/23	JHB	Attend weekly committee call discussing plan negotiations.	0.50	657.50
9/21/23	B M	Attendance at the UCC meeting to discuss plan negotiations (in part).	0.80	1,640.00
9/21/23	M M	Participate in weekly call with UCC re: plan negotiations.	0.50	937.50
9/21/23	J H	Attend weekly Zoom UCC mtg. re: plan negotiations (in part).	0.40	650.00
9/21/23	E W	Attend weekly UCC meeting in part re: plan negotiations.	0.40	272.00
9/27/23	CAD	Participate in weekly call w/ Committee professionals re: plan negotiations.	0.30	414.00
9/27/23	M M	Participate in call with UCC advisors re: plan negotiations.	0.50	937.50
9/28/23	J H	Attend Zoom weekly mtg. w/UCC re: plan negotiations (in part).	0.20	325.00
9/28/23	CAD	Prepare for (.2) and participate in (.3) weekly	0.50	690.00

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9/28/23	B M	Committee meeting to discuss plan update. Preparation (.4) and attendance (.3) at the UCC meeting to discuss plan negotiations.	0.70	1,435.00
9/28/23	T G	Prepare for (.2) and participate on (.3) Committee call re: plan status; review/analyze Ducera materials for call (.2); follow-up discussion w/ Willkie team re: same (.4).	1.10	2,062.50
9/28/23	E W	Attend weekly UCC meeting re: plan negotiations.	0.20	136.00
9/28/23	J B	Participate in meeting with Committee and Committee advisors regarding plan negotiations.	0.70	721.00
9/28/23	M M	Participate in weekly meeting with UCC re: plan terms, timing.	0.50	937.50
<b>Sub-Total</b>			<b>29.90</b>	<b>48,013.50</b>

**Plan and Disclosure Statement**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/5/23	CAD	Review/analyze as-filed Debtors' amended chapter 11 plan (1.3); correspondence w/ J. Burbage regarding same and summary (.2); discuss same/issues w/ internal working group (.2); correspondence w/ T. Goren Ducera team regarding same (.1); brief review/analysis of disclosure statement motion and confirmation timeline (.2); discuss Committee statement regarding disclosure statement motion w/ internal working group (.2); correspondence w/ J. Burbage, A. Crabtree (Weil) regarding preliminary Committee issues/comments to amended chapter 11 plan (.1).	2.30	\$	3,174.00
9/5/23	T G	Review/analyze updated drafts of Debtors' plan (1.7) and disclosure statement (.9); discuss open UCC comments with Willkie team (.3); correspondence w/ Ducera re: same (.2).	3.10		5,812.50
9/5/23	JHB	Review/analyze revised plan of reorganization (1.1) and draft internal summary email re: same (.4); corr. w/ Weil re: initial comments re: same (.3).	1.80		2,367.00

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9/5/23	J B	Review and provide comments to Debtors' proposed Disclosure Statement Order and voting and solicitation procedures.	1.30	1,339.00
9/6/23	CAD	Correspondence (.3) and discussion (.2) w/ J. Brandt, T. Goren regarding analysis of debtors' proposed disclosure statement approval order and solicitation and voting procedures; review/analyze same (.2).	0.70	966.00
9/6/23	T G	Review and analyze Plan re: open UCC points (.6); review and analyze disclosure statement approval motion/exhibits (.9) and correspondence w/ Willkie team re: same (.3); call w/ C. Carlson (Weil) re: plan (.1).	1.90	3,562.50
9/6/23	E W	Review/analyze draft of second amended plan.	1.00	680.00
9/6/23	B M	Review and comment on a UCC counterproposal for treatment of the unsecured creditors (1.2); prepare memorandum regarding the UCC counterproposal for treatment of the unsecured creditors (.4).	1.60	3,280.00
9/6/23	J B	Review and provide comments to Debtors' draft disclosure statement motion (.7) and multiple correspondence with internal team regarding same (.4).	1.10	1,133.00
9/7/23	E W	Draft statement with respect to disclosure statement.	2.60	1,768.00
9/8/23	T G	Correspondence w/ Weil and Willkie team re: plan mediation.	0.40	750.00
9/9/23	T G	Correspondence w/ C. Carlson (Weil) re: plan mediation/negotiations.	0.30	562.50
9/9/23	E W	Review/analyze McCarthy objection to disclosure statement (.5) and Humphrey joinder (.3).	0.80	544.00
9/10/23	CAD	Correspondence w/ E. Wayne regarding McCarthy Building objection to Debtors' disclosure statement (and Humphrey & Associates joinder) and summary (.1) and review/analyze same (.2).	0.30	414.00
9/11/23	CAD	Correspondence w/ T. Goren, Ducera team regarding status of Debtors' discussions w/ convertible noteholders regarding plan and next steps.	0.20	276.00
9/11/23	CAD	Correspondence w/ J. Brandt, internal working	0.20	276.00

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		group regarding disclosure statement language regarding public vs. private emergence (.1) and review/analyze same (.1).		
9/11/23	T G	Call w/ C. Carlson (Weil) re: plan discussions (.2); follow-up correspondence w/ Ducera and Willkie team re: same (.3); calls w/ J. Burbage (.2) and B. Miller (.2) re: same; call w/ Ducera and Willkie team re: plan proposal (.4).	1.30	2,437.50
9/11/23	JHB	Call with Ducera team re: potential plan counter to Company.	0.50	657.50
9/12/23	CAD	Discuss 9/11 call w/ Ducera team regarding possible plan proposal w/ B. Miller and strategy/next steps (.2); correspondence w/ B. Miller, J. Brookner (Gray Reed) regarding B. Riley plan deal (.2); correspondence w/ K. Patel (Ducera) regarding discussions w/ PJT regarding plan/disclosure statement status (.1); correspondence w/ S. Lancaster (Ducera) regarding potential Committee plan counter proposals (.1); review/analyze same (.2); discuss same w/ internal working group (.2); correspondence w/ T. Goren, internal working group regarding same (.1).	1.10	1,518.00
9/12/23	T G	Review/analyze Ducera analysis of potential plan counter proposals (.6); correspondence w/ Weil (.2) and Ducera (.3) re: same.	1.10	2,062.50
9/12/23	B M	Correspondence with the Debtors regarding the treatment of unsecured creditors under the plan of reorganization.	0.60	1,230.00
9/13/23	CAD	Correspondence w/ E. Wayne regarding notice of rescheduled disclosure statement hearing.	0.10	138.00
9/14/23	B M	Discussions with Ducera regarding the treatment of unsecured creditors under the Debtors plan and likely treatment under a Convert Plan (1.4); prepare memorandum regarding the likely Convert Plan and exclusivity objection (.9).	2.30	4,715.00
9/14/23	CAD	Correspondence w/ S. Lancaster (Ducera) regarding illustrative analysis of rights offering (.1) and review/analyze same (.1).	0.20	276.00
9/15/23	B M	Review and comment on UCC plan proposal for a note for unsecured creditors or a stock true-up provision in the distributions.	1.20	2,460.00

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9/15/23	T G	Review/analyze 3rd amended plan (.6) and correspondence w/ Willkie team re: same (.3); correspondence w/ Weil re: mediation status (.2).	1.10	2,062.50
9/16/23	T G	Review/analyze revised plan language re: Foundry and correspondence w/ Willkie team re: same.	0.40	750.00
9/16/23	JHB	Review revised plan language re: Foundry (.3) and draft correspondence to C. Carlson (Weil) re: same (.1).	0.40	526.00
9/18/23	CAD	Correspondence w/ A. Crabtree (Weil) regarding draft third amended chapter 11 plan and separate classification of Foundry claims (.1); review/analyze same (.2); correspondence w/ J. Burbage, internal working group regarding same (.1); correspondence w/ C. Carlson (Weil), J. Burbage regarding same (.2); correspondence w/ internal working group regarding status of Committee plan issues list and related research (.2); various correspondence w/ internal working group, Ducera regarding possible plan agreement between Debtors and convertible noteholders (.6); review/analyze current draft of Committee plan issues list (.2).	1.60	2,208.00
9/18/23	T G	Review/analyze updated Plan re: potential UCC issues (1.1); review/analyze UCC plan issues list and correspondence w/ Willkie team re: same (.4); correspondence (.2)/call (.2) w/ C. Carlson (Weil) re: Plan settlement; correspondence w/ Willkie team and Ducera re: same (.7).	2.60	4,875.00
9/18/23	J B	Edit plan issues list (.2) and correspondence with internal team regarding same (.1).	0.30	309.00
9/18/23	J B	Review/analyze case law regarding interest accrual date issue.	1.70	1,751.00
9/19/23	T G	Meeting w/ R. Berkovich (Weil) re: plan status (.3) and correspondence w/ Willkie team re: same (.3).	0.60	1,125.00
9/19/23	J B	Review/analyze as-filed plan settlement (2.1) notice and draft summary of same for internal team (2.6).	2.60	2,678.00
9/20/23	CAD	Correspondence w/ S. Lancaster (Ducera)	0.70	966.00

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		regarding plan materials for 9/21 Committee meeting (.2); review/analyze same (2x)(.3); discussion w/ T. Goren, J. Brandt regarding updates to Committee's plan issues list (.2).		
9/20/23	T G	Review/analyze plan re distribution and claim allowance mechanics (.9); review UCC plan issues list re: same (.2); review same w/ Willkie team (.4); review and analyze Ducera plan treatment materials (.6).	2.10	3,937.50
9/20/23	E W	Review/analyze case law re: solvent debtor interest obligations.	4.30	2,924.00
9/21/23	CAD	Correspondence w/ T. Goren, Vinson & Elkins team regarding proposed plan settlement.	0.10	138.00
9/21/23	T G	Correspondence w/ Vinson & Elkins re: plan discussion (.3); correspondence w/ Ducera re: same (.3); correspondence w/ Willkie team re: mediation status (.2).	0.80	1,500.00
9/21/23	E W	Review/analyze case law re: post petition interest.	2.60	1,768.00
9/22/23	CAD	Review and revise current draft of plan issues list (.3); correspondence w/ J. Burbage, internal working group regarding same and comments (.3).	0.60	828.00
9/22/23	T G	Correspondence w/ Vinson & Elkins and Willkie team re plan discussion (.2); review and analyze updated plan issues list (.6).	0.80	1,500.00
9/22/23	T G	Correspondence w/ Willkie team re: status of plan investigation diligence requests.	0.30	562.50
9/22/23	JHB	Revise plan issues list (1.4) and circulate to internal Willkie team (.1).	1.50	1,972.50
9/22/23	B M	Review and comment on valuation scenarios and currency available for unsecured creditors under a plan settlement (2.6); correspondence with the plan parties regarding unsecured distributions (.6); prepare memorandum regarding currency for unsecured claims distributions (.4).	3.60	7,380.00
9/25/23	B M	Review/comment on the final mediator proposal to resolved the plan disputes (1.7); correspondence with the Debtors and the Ad Hoc Group regarding the potential settlement of the plan issues (.9); prepare memorandum regarding the potential settlement of the plan	3.30	6,765.00



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9/26/23	CAD	disputes (.7). Correspondence w/ J. Burbage, Vinson & Elkins team regarding chapter 11 plan status (.1); telephone conference w/ internal working group, Vinson & Elkins team regarding same (.3); correspondence w/ J. Brandt regarding adjournment of disclosure statement hearing (.1); discuss same w/ J. Brandt (.1) and A. Ambeault (.1); correspondence w/ J. Brandt, C. Carlson (Weil) regarding same (.1); correspondence w/ J. Burbage, T. Goren regarding revised draft of Committee plan issues list (.1); review/analyze same (.1); correspondence w/ J. Brandt, Weil team regarding same (.1).	1.10	1,518.00
9/26/23	T G	Call w/ Vinson & Elkins re: plan (.4); review notice re: disclosure statement hearing and correspondence w/ Willkie team re: same (.3); review and revise plan issues list for Debtors (.4).	1.10	2,062.50
9/26/23	JHB	Prepare for (.2) and attend call with Vinson & Elkins team re: plan settlement issues (.4); revise plan issues list (.3).	0.90	1,183.50
9/26/23	E W	Correspondence with J. Brandt re post petition interest	0.40	272.00
9/26/23	J B	Edit UCC plan issues list (.2) and correspondence with Weil and internal team re: same (.1).	0.30	309.00
9/26/23	M M	Review/analyze plan issues list.	0.30	562.50
9/26/23	M M	Corr. w/ Ducera and Willkie teams re: plan issues list.	0.20	375.00
<b>Sub-Total</b>			<b>64.30</b>	<b>95,207.50</b>

**Discovery**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
9/13/23	CAD	Correspondence w/ internal working group regarding today's hearing on Sphere's emergency motion to compel the Debtors to	0.20 \$	276.00



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9/13/23	E W	supplement discovery responses. Review/analyze Sphere emergency motion to compel discovery (1.0); review/analyze Debtors' response and cross motion to compel discovery (.5).	1.50	1,020.00
9/13/23	J B	Analyze Sphere emergency motion to supplement discovery requests (.2) and correspondence with internal team re: same (.2).	0.40	412.00
<b>Sub-Total</b>			<b>2.10</b>	<b>1,708.00</b>

**Hearings**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
9/13/23	E W	Attend hearing re: Sphere/Debtor discovery disputes (.8); draft summary for Willkie team re: same (.3); correspondence with J. Brandt re: same (.1).	1.20 \$	816.00
<b>Sub-Total</b>			<b>1.20</b>	<b>816.00</b>

**Lien Investigation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
9/11/23	JHB	Prepare for (.1) and attend call with W. Eguchi and M. Arena re: lien investigation (.4); coordinate delivery of documents from Weil re: same (.2).	0.70 \$	920.50
<b>Sub-Total</b>			<b>0.70</b>	<b>920.50</b>

**Other Motions/Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
9/6/23	JHB	Coordinate review of docket filings with E. Wayne.	0.10 \$	131.50
9/14/23	JHB	Review/analyze insurance financing motion.	0.20	263.00

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9/15/23	CAD	Correspondence w/ C. Carlson (Weil) regarding settlement of Committee's issues regarding Foundry settlement motion (.1) and review/analyze settlement proposal (.1); correspondence w/ S. Sheng (Weil) regarding draft motion to approve Celsius settlement (.1) and review/analyze same (.3); correspondence w/ J. Burbage, E. Wayne regarding same and summary (.2); review/analyze such summary (.1).	0.90	1,242.00
9/17/23	E W	Review/analyze Debtors' emergency insurance financing motion.	0.30	204.00
9/18/23	CAD	Correspondence w/ E. Wayne regarding summary of Debtors' motion to approve Celsius settlement (.1); review/analyze same (.1); correspondence w/ E. Wayne regarding summary of Debtors' motion to approve insurance premium financing agreement (.1); review/analyze same (.1).	0.40	552.00
9/18/23	T G	Review/analyze insurance premium finance motion.	0.50	937.50
9/19/23	CAD	Correspondence w/ E. Wayne regarding entered order approving insurance premium financing agreement.	0.10	138.00
9/19/23	E W	Review/analyze insurance premium financing order.	0.20	136.00
<b>Sub-Total</b>			<b>2.70</b>	<b>3,604.00</b>

**Willkie Fee Statements and Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
9/21/23	CAD	Review/revise CNO regarding Willkie second interim fee application (.2); correspondence w/ A. Ambeault regarding same (.1).	0.30	\$	414.00
9/21/23	A A	Draft CNO for Willkie 2nd interim fee application.	0.30		162.00
9/26/23	CAD	Review and revise Willkie August 2023 monthly fee statement (.4); correspondence w/ A. Ambeault regarding same and comments	0.60		828.00

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(.1); discuss preparation of monthly fee statements w/ E. Wayne (.1).

**Sub-Total****1.20****1,404.00****Mediation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
9/1/23	CAD	Correspondence w/ A. Crabtree (Weil) regarding mediator's recent proposal regarding treatment of convertible noteholder claims (.1) and revise/analyze same (.2).	0.30	\$	414.00
9/8/23	CAD	Correspondence w/ C. Carlson (Weil), mediation parties regarding extension of plan mediation through 9/14/23 (.1); correspondence w/ internal working group regarding same (.1).	0.20		276.00
9/8/23	JHB	Correspondence w/ internal team re: mediation extension.	0.10		131.50
9/9/23	CAD	Correspondence w/ internal working group, mediation parties confirming extension of plan mediation through 9/14/23.	0.20		276.00
9/9/23	JHB	Correspondence w/ internal team re: mediation extension.	0.10		131.50
9/11/23	B M	Corr. regarding the mediation status with the Debtors and the Ad Hoc Group (.6); prepare memorandum regarding mediation status (.5).	1.10		2,255.00
9/15/23	B M	Correspondence with the Debtors and the UCC regarding the continuation of the mediation efforts through 9/18.	0.60		1,230.00
9/15/23	CAD	Correspondence w/ C. Carlson (Weil) regarding extension of plan mediation to 9/19 (.1); correspondence w/ mediation parties regarding same (.2); correspondence w/ B. Miller, Committee members regarding same (.1).	0.40		552.00
9/19/23	CAD	Review/analyze notice of joint mediated settlement (.1); correspondence w/ internal working group regarding same (.2).	0.30		414.00
9/20/23	CAD	Correspondence w/ C. Carlson (Weil) regarding extension of plan mediation and plan agreement in principle w/ convertible noteholders (.1); correspondence w/ internal working group	0.20		276.00

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9/22/23	B M	regarding same (.1). Discussions with the Debtors and the Ad Hoc Group regarding the mediator proposal and settlement of plan objections.	1.20	2,460.00
<b>Sub-Total</b>			<b>4.70</b>	<b>8,416.00</b>

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
GOREN, TODD	36.20	\$	1,875.00	\$	67,875.00
HARDY, JENNIFER	4.50		1,625.00		7,312.50
MANSFIELD, MELAINIE	5.20		1,875.00		9,750.00
MILLER, BRETT	24.50		2,050.00		50,225.00
DAMAST, CRAIG A.	34.00		1,380.00		46,920.00
ARENA, MICHAEL D.	0.20		1,315.00		263.00
BRANDT, JOSEPH	14.80		1,030.00		15,244.00
BURBAGE, JAMES H.	12.60		1,315.00		16,569.00
WAYNE, ELIZABETH	32.40		680.00		22,032.00
AMBEAULT, ALISON	1.00		540.00		540.00

**Professional Fees** \$ 236,730.50

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Data Acquisition	351.37

**Disbursements and Other Charges** 351.37

**Total this Invoice** \$ 237,081.87

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22327626  
Client/Matter No. 132233.00001  
October 20, 2023

### Remit To:

Willkie Farr & Gallagher LLP  
787 Seventh Avenue, 37th Floor  
New York, NY 10019-6099  
Attention: Accounts Receivable

### FOR PROFESSIONAL SERVICES RENDERED

through September 30, 2023 as set forth in the  
attached detail

Business Operations	\$	4,027.00
Case Administration	\$	43,239.00
Claims Administration and Objections	\$	24,415.50
Employment and Fee Applications	\$	4,683.50
Financing and Cash Collateral	\$	276.00
Meetings and Communications with Creditors	\$	48,013.50

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FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

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New York, NY 10019-6099

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Fax: 212 728 8111

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## REMITTANCE ADVICE

Plan and Disclosure Statement	\$	95,207.50
Discovery	\$	1,708.00
Hearings	\$	816.00
Lien Investigation	\$	920.50
Other Motions/Applications	\$	3,604.00
Willkie Fee Statements and Applications	\$	1,404.00
Mediation	\$	8,416.00
<b>Disbursements and Other Charges</b>	\$	351.37
<b>Total this Invoice</b>	<b>\$</b>	<b><u>237,081.87</u></b>

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FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

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